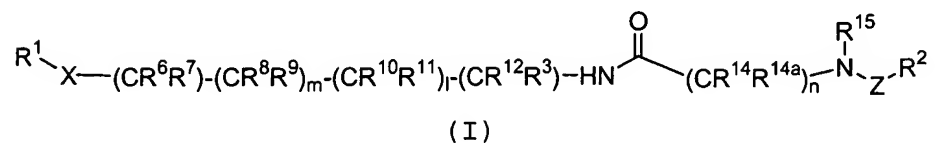


AMENDMENTS TO THE CLAIMS

1. (CURRENTLY AMENDED) A compound of Formula (I)



5 or a stereoisomer or a pharmaceutically acceptable salt thereof, wherein:

Z is selected from a bond, -C(O)-, -C(O)NH-, -C(S)NH-,
-SO₂-, and -SO₂NH-;

10

X is selected from -NR¹⁷-, -O-, and -CHR¹⁶NR¹⁷-;

R¹ is selected from a C₆₋₁₀ aryl group substituted with
0-5 R⁴;

15

R² is selected from a C₆₋₁₀ aryl group substituted with
0-5 R⁵;

20

R³ is selected from H, (CRR)_qOH, (CRR)_qSH, (CRR)_qOR^{3d},
(CRR)_qS(O)_pR^{3d}, (CRR)_rC(O)R^{3b}, (CRR)_qNR^{3a}R^{3a},
(CRR)_rC(O)NR^{3a}R^{3a}, (CRR)_rC(O)NR^{3a}OR^{3d},
(CRR)_qSO₂NR^{3a}R^{3a}, (CRR)_rC(O)OR^{3d}, a (CRR)_r-C₃₋₁₀
carbocyclic residue substituted with 0-5 R^{3e}, and
a (CRR)_r-5-10 membered heterocyclic system
25 containing 1-4 heteroatoms selected from N, O, and
S, substituted with 0-3 R^{3e};

with the proviso that R³ is not H if R⁶ is H;

30

R^{3a}, at each occurrence, is independently selected from
H, methyl substituted with 0-1 R^{3c}, C₂₋₆ alkyl

AMENDMENTS TO THE CLAIMS

- substituted with 0-3 R^{3e}, C₃₋₈ alkenyl substituted with 0-3 R^{3e}, C₃₋₈ alkynyl substituted with 0-3 R^{3e}, (CH₂)_rC₃₋₆ cycloalkyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{3e}, and
5 a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{3e};
- R^{3b}, at each occurrence, is independently selected from
10 C₁₋₆ alkyl substituted with 0-3 R^{3e}, C₂₋₈ alkenyl substituted with 0-3 R^{3e}, C₂₋₈ alkynyl substituted with 0-3 R^{3e}, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-2 R^{3e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4
15 heteroatoms selected from N, O, and S, substituted with 0-3 R^{3e};
- R^{3c} is independently selected from -C(O)R^{3b}, -C(O)OR^{3d}, -C(O)NR^{3f}R^{3f}, and (CH₂)_rphenyl;
- 20 R^{3d}, at each occurrence, is independently selected from H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3 R^{3e}, C₃₋₆ alkenyl substituted with 0-3 R^{3e}, C₃₋₆ alkynyl substituted with 0-3 R^{3e}, a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{3e}, and
25 a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{3e};

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R^{3e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{3f}R^{3f}, and
 5 (CH₂)_rphenyl;

R^{3f}, at each occurrence, is selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

10 R, at each occurrence, is independently selected from H, C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, (CHR)_rC(O)NR^{3a}R^{3a}, and (CHR)_rC(O)OR^{3d}, and (CH₂)_rphenyl substituted with R^{3e};

15

R⁴, at each occurrence, is selected from C₁₋₈ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, Br, I, F, NO₂, CN, (CR'R')_rNR^{4a}R^{4a}, (CR'R')_rOH, (CR'R')_rO(CR'R')_rR^{4d}, (CR'R')_rSH, (CR'R')_rC(O)H,
 20 (CR'R')_rS(CR'R')_rR^{4d}, (CR'R')_rC(O)OH, (CR'R')_rC(O)(CR'R')_rR^{4b}, (CR'R')_rC(O)NR^{4a}R^{4a}, (CR'R')_rNR^{4f}C(O)(CR'R')_rR^{4b}, (CR'R')_rC(O)O(CR'R')_rR^{4d}, (CR'R')_rOC(O)(CR'R')_rR^{4b}, (CR'R')_rNR^{4f}C(O)O(CR'R')_rR^{4d}, (CR'R')_rOC(O)NR^{4a}R^{4a},
 25 (CR'R')_rNR^{6a}C(S)NR^{6a}(CR'R')_rR^{6d}, (CR'R')_rNR^{4a}C(O)NR^{4a}R^{4a}, (CR'R')_rC(=NR^{4f})NR^{4a}R^{4a}, (CR'R')_rNHC(=NR^{4f})NR^{4f}R^{4f}, (CR'R')_rS(O)_p(CR'R')_rR^{4b}, (CR'R')_rS(O)₂NR^{4a}R^{4a}, (CR'R')_rNR^{6f}S(O)₂NR^{6a}R^{6a}, (CR'R')_rNR^{4f}S(O)₂(CR'R')_rR^{4b}, C₁₋₆ haloalkyl, C₂₋₈
 30 alkenyl substituted with 0-3 R', C₂₋₈ alkynyl

AMENDMENTS TO THE CLAIMS

substituted with 0-3 R', and (CR'R')_rphenyl
substituted with 0-3 R^{4e};

alternatively, two R⁴ on adjacent atoms on R¹ may join
5 to form a cyclic acetal;

R^{4a}, at each occurrence, is independently selected from
H, methyl substituted with 0-1R^{4g}, C₂₋₆ alkyl
substituted with 0-2 R^{5e}, C₃₋₈ alkenyl substituted
10 with 0-2 R^{5e}, C₃₋₈ alkynyl substituted with 0-2
R^{5e}, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted
with 0-5 R^{4e}, and a (CH₂)_r-5-10 membered
heterocyclic system containing 1-4 heteroatoms
selected from N, O, and S, substituted with 0-2
15 R^{4e};

R^{4b}, at each occurrence, is selected from C₁₋₆ alkyl
substituted with 0-2 R^{5e}, C₃₋₈ alkenyl substituted
with 0-2 R^{5e}, C₃₋₈ alkynyl substituted with 0-2
20 R^{5e}, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted
with 0-3 R^{4e}, and a (CH₂)_r-5-6 membered
heterocyclic system containing 1-4 heteroatoms
selected from N, O, and S, substituted with 0-2
R^{4e};

25 R^{4d}, at each occurrence, is selected from C₃₋₈ alkenyl
substituted with 0-2 R^{5e}, C₃₋₈ alkynyl substituted
with 0-2 R^{5e}, methyl, CF₃, C₂₋₆ alkyl substituted
with 0-3 R^{4e}, a (CH₂)_r-C₃₋₁₀ carbocyclic residue
30 substituted with 0-3 R^{4e}, and a (CH₂)_r-5-6
membered heterocyclic system containing 1-4

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heteroatoms selected from N, O, and S, substituted with 0-3 R^{4e};

5 R^{4e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{4f}R^{4f}, and (CH₂)_rphenyl;

10 R^{4f}, at each occurrence, is selected from H, C₁₋₅ alkyl, and C₃₋₆ cycloalkyl, and phenyl;

R^{4g} is independently selected from -C(O)R^{4b}, -C(O)OR^{4d}, -C(O)NR^{4f}R^{4f}, and (CH₂)_rphenyl;

15

R⁵, at each occurrence, is selected from C₁₋₈ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, Br, I, F, NO₂, CN, (CR'R')_rNR^{5a}R^{5a}, (CR'R')_rOH, (CR'R')_rO(CR'R')_rR^{5d}, (CR'R')_rSH, (CR'R')_rC(O)H, (CR'R')_rS(CR'R')_rR^{5d}, (CR'R')_rC(O)OH, (CR'R')_rC(O)(CR'R')_rR^{5b}, (CR'R')_rC(O)NR^{5a}R^{5a}, (CR'R')_rNR^{5f}C(O)(CR'R')_rR^{5b}, (CR'R')_rC(O)O(CR'R')_rR^{5d}, (CR'R')_rOC(O)(CR'R')_rR^{5b}, (CR'R')_rNR^{5f}C(O)O(CR'R')_rR^{5d}, (CR'R')_rOC(O)NR^{5a}R^{5a}, (CR'R')_rNR^{5a}C(O)NR^{5a}R^{5a}, (CR'R')_rC(=NR^{5f})NR^{5a}R^{5a}, (CR'R')_rNHC(=NR^{5f})NR^{5f}R^{5f}, (CR'R')_rS(O)_p(CR'R')_rR^{5b}, (CR'R')_rS(O)₂NR^{5a}R^{5a}, (CR'R')_rNR^{5a}S(O)₂NR^{5a}R^{5a}, (CR'R')_rNR^{5f}S(O)₂(CR'R')_rR^{5b}, C₁₋₆ haloalkyl, C₂₋₈ alkenyl substituted with 0-3 R', C₂₋₈ alkynyl substituted with 0-3 R', and (CR'R')_rphenyl substituted with 0-3 R^{5e};

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alternatively, two R⁵ on adjacent atoms on R² may join to form a cyclic acetal;

5 R^{5a}, at each occurrence, is independently selected from H, methyl substituted with 0-1 R^{5g}, C₂₋₆ alkyl substituted with 0-2 R^{5e}, C₃₋₈ alkenyl substituted with 0-2 R^{5e}, C₃₋₈ alkynyl substituted with 0-2 R^{5e}, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted
10 with 0-5 R^{5e}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{5e};

15 R^{5b}, at each occurrence, is independently selected from C₁₋₆ alkyl substituted with 0-2 R^{5e}, C₃₋₈ alkenyl substituted with 0-2 R^{5e}, C₃₋₈ alkynyl substituted with 0-2 R^{5e}, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-3 R^{5e}, and a (CH₂)_r-5-6
20 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{5e};

R^{5d}, at each occurrence, is independently selected from
25 C₃₋₈ alkenyl substituted with 0-2 R^{5e}, C₃₋₈ alkynyl substituted with 0-2 R^{5e}, methyl, CF₃, C₂₋₆ alkyl substituted with 0-3 R^{5e}, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{5e}, and a (CH₂)_r-5-6 membered heterocyclic system
30 containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{5e};

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R^{5e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{5f}R^{5f}, and
5 (CH₂)_rphenyl;

R^{5f}, at each occurrence, is selected from H, C₁₋₅ alkyl, and C₃₋₆ cycloalkyl, and phenyl;

10 R^{5g} is independently selected from -C(O)R^{5b}, -C(O)OR^{5d}, -C(O)NR^{5f}R^{5f}, and (CH₂)_rphenyl;

R', at each occurrence, is selected from H, C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, and (CH₂)_rphenyl substituted with R^{5e};
15

R⁶, is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, (CRR)_qOH, (CRR)_qSH, (CRR)_qOR^{6d}, (CRR)_qS(O)_pR^{6d}, (CRR)_rC(O)R^{6b}, (CRR)_rNR^{6a}R^{6a},
20 (CRR)_rC(O)NR^{6a}R^{6a}, (CRR)_rC(O)NR^{6a}OR^{6d}, (CRR)SO₂NR^{6a}R^{6a}, (CRR)_rC(O)OR^{6d}, a (CRR)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{6e}, and a (CRR)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and
25 S, substituted with 0-3 R^{6e};

~~alternatively, R⁶ and R⁷ join to form a C₃₋₆ cycloalkyl substituted with 0-2 R^{6g}, a 5-6 membered ring lactam substituted with 0-2 R^{6g}, or a 5-6 membered ring lactone substituted with 0-2 R^{6g},~~
30

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- 5 R^{6a} , at each occurrence, is independently selected from H, methyl, C_{2-6} alkyl substituted with 0-3 R^{6e} , C_{3-8} alkenyl substituted with 0-3 R^{6e} , C_{3-8} alkynyl substituted with 0-3 R^{6e} , $(CH_2)_rC_{3-6}$ cycloalkyl, a $(CH_2)_rC_{3-10}$ carbocyclic residue substituted with 0-5 R^{6e} , and a $(CH_2)_{r-5-10}$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e} ;
- 10 R^{6b} , at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-3 R^{6e} , C_{2-8} alkenyl substituted with 0-3 R^{6e} , C_{2-8} alkynyl substituted with 0-3 R^{6e} , a $(CH_2)_rC_{3-6}$ carbocyclic residue substituted with 0-2 R^{6e} , and a $(CH_2)_{r-5-6}$
- 15 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e} ;
- 20 R^{6d} , at each occurrence, is independently selected from H, methyl, $-CF_3$, C_{2-6} alkyl substituted with 0-3 R^{6e} , C_{3-6} alkenyl substituted with 0-3 R^{6e} , C_{3-6} alkynyl substituted with 0-3 R^{6e} , a C_{3-10} carbocyclic residue substituted with 0-3 R^{6e} , and a $(CH_2)_{r-5-6}$ membered heterocyclic system
- 25 containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e} ;
- 30 R^{6e} , at each occurrence, is independently selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(CF_2)_rCF_3$,

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$(\text{CH}_2)_r\text{OC}_{1-5}$ alkyl, OH, $-\text{O}-\text{C}_{1-6}$ alkyl, SH,
 $(\text{CH}_2)_r\text{SC}_{1-5}$ alkyl, $(\text{CH}_2)_r\text{NR}^{6f}\text{R}^{6f}$, and $(\text{CH}_2)_r$ phenyl;

5 R^{6f} , at each occurrence, is independently selected from
H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^{6g} is selected from $(\text{CHR})_q\text{OH}$, $(\text{CHR})_q\text{SH}$, $(\text{CHR})_q\text{OR}^{6d}$,
 $(\text{CHR})_q\text{S}(\text{O})_p\text{R}^{6d}$, $(\text{CHR})_r\text{C}(\text{O})\text{R}^{6b}$, $(\text{CHR})_q\text{NR}^{6a}\text{R}^{6a}$,
 $(\text{CHR})_r\text{C}(\text{O})\text{NR}^{6a}\text{R}^{6a}$, $(\text{CHR})_r\text{C}(\text{O})\text{NR}^{6a}\text{OR}^{6d}$,
10 $(\text{CHR})_q\text{SO}_2\text{NR}^{6a}\text{R}^{6a}$, $(\text{CHR})_r\text{C}(\text{O})\text{OR}^{6d}$, and a $(\text{CHR})_r-\text{C}_{3-10}$
carbocyclic residue substituted with 0-5 R^{6e} ;

R^7 , is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6}
alkynyl, $(\text{CRR})_q\text{OH}$, $(\text{CRR})_q\text{SH}$, $(\text{CRR})_q\text{OR}^{7d}$,
15 $(\text{CRR})_q\text{S}(\text{O})_p\text{R}^{7d}$, $(\text{CRR})_r\text{C}(\text{O})\text{R}^{7b}$, $(\text{CRR})_r\text{NR}^{7a}\text{R}^{7a}$,
 $(\text{CRR})_r\text{C}(\text{O})\text{NR}^{7a}\text{R}^{7a}$, $(\text{CRR})_r\text{C}(\text{O})\text{NR}^{7a}\text{OR}^{7d}$,
 $(\text{CRR})_q\text{SO}_2\text{NR}^{7a}\text{R}^{7a}$, $(\text{CRR})_r\text{C}(\text{O})\text{OR}^{7d}$, a $(\text{CRR})_r-\text{C}_{3-10}$
carbocyclic residue substituted with 0-5 R^{7e} , and
a $(\text{CRR})_r-5-10$ membered heterocyclic system
20 containing 1-4 heteroatoms selected from N, O, and
S, substituted with 0-3 R^{7e} ;

R^{7a} , at each occurrence, is independently selected from
H, methyl, C_{2-6} alkyl substituted with 0-3 R^{7e} ,
25 C_{3-8} alkenyl substituted with 0-3 R^{7e} , C_{3-8} alkynyl
substituted with 0-3 R^{7e} , $(\text{CH}_2)_r\text{C}_{3-6}$ cycloalkyl, a
 $(\text{CH}_2)_r-\text{C}_{3-10}$ carbocyclic residue substituted with
0-5 R^{7e} , and a $(\text{CH}_2)_r-5-10$ membered heterocyclic

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system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};

R^{7b}, at each occurrence, is independently selected from
5 C₁₋₆ alkyl substituted with 0-3 R^{7e}, C₂₋₈ alkenyl substituted with 0-3 R^{7e}, C₂₋₈ alkynyl substituted with 0-3 R^{7e}, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-2 R^{7e}, and a (CH₂)_r-5-6
10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};

R^{7d}, at each occurrence, is independently selected from
H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3
15 R^{7e}, C₃₋₆ alkenyl substituted with 0-3 R^{7e}, C₃₋₆ alkynyl substituted with 0-3 R^{7e}, a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{7e}, and a (CH₂)_r-5-6 membered heterocyclic system
20 containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};

R^{7e}, at each occurrence, is independently selected from
C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆
cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃,
25 (CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{7f}R^{7f}, and (CH₂)_rphenyl;

R^{7f}, at each occurrence, is independently selected from
H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

30

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R⁸ is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, (CRR)_rOH, (CRR)_rSH, (CRR)_rOR^{8d}, (CRR)_rS(O)_pR^{8d}, (CRR)_rC(O)R^{8b}, (CRR)_rNR^{8a}R^{8a}, (CRR)_rC(O)NR^{8a}R^{8a}, (CRR)_rC(O)NR^{8a}OR^{8d}, (CRR)_rSO₂NR^{8a}R^{8a}, (CRR)_rC(O)OR^{8d}, a (CRR)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{8e}, and a (CRR)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{8e};

~~alternatively, R⁸ and R⁹ join to form a C₃₋₆ cycloalkyl substituted with 0-2 R^{8g}, a 5-6 membered ring lactam substituted with 0-2 R^{8g}, or a 5-6 membered ring lactone substituted with 0-2 R^{8g},~~

R^{8a}, at each occurrence, is independently selected from H, methyl, C₂₋₆ alkyl substituted with 0-3 R^{8e}, C₃₋₈ alkenyl substituted with 0-3 R^{8e}, C₃₋₈ alkynyl substituted with 0-3 R^{8e}, (CH₂)_rC₃₋₆ cycloalkyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{8e}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{8e};

R^{8b}, at each occurrence, is independently selected from C₁₋₆ alkyl substituted with 0-3 R^{8e}, C₂₋₈ alkenyl substituted with 0-3 R^{8e}, C₂₋₈ alkynyl substituted with 0-3 R^{8e}, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-2 R^{8e}, and a (CH₂)_r-5-6

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membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{8e};

5 R^{8d}, at each occurrence, is independently selected from H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3 R^{8e}, C₃₋₆ alkenyl substituted with 0-3 R^{8e}, C₃₋₆ alkynyl substituted with 0-3 R^{8e}, a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{8e}, and
10 a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{8e};

R^{8e}, at each occurrence, is independently selected from
15 C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{8f}R^{8f}, and (CH₂)_rphenyl;

20 R^{8f}, at each occurrence, is independently selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

R^{8g} is selected from (CHR)_qOH, (CHR)_qSH, (CHR)_qOR^{8d}, (CHR)_qS(O)_pR^{8d}, (CHR)_rC(O)R^{8b}, (CHR)_qNR^{8a}R^{8a},
25 (CHR)_rC(O)NR^{8a}R^{8a}, (CHR)_rC(O)NR^{8a}OR^{8d}, (CHR)_qSO₂NR^{8a}R^{8a}, (CHR)_rC(O)OR^{8d}, and a (CHR)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{8e};

R⁹ is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, (CRR)_rOH, (CRR)_rSH, (CRR)_rOR^{9d},
30

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- (CRR)_rS(O)_pR^{9d}, (CRR)_rC(O)R^{9b}, (CRR)_rNR^{9a}R^{9a},
(CRR)_rC(O)NR^{9a}R^{9a}, (CRR)_rC(O)NR^{9a}OR^{9d},
(CRR)_rSO₂NR^{9a}R^{9a}, (CRR)_rC(O)OR^{9d}, a (CRR)_r-C₃₋₁₀
carbocyclic residue substituted with 0-5 R^{9e}, and
5 a (CRR)_r-5-10 membered heterocyclic system
containing 1-4 heteroatoms selected from N, O, and
S, substituted with 0-3 R^{9e};
- R^{9a}, at each occurrence, is independently selected from
10 H, methyl, C₂₋₆ alkyl substituted with 0-3 R^{9e},
C₃₋₈ alkenyl substituted with 0-3 R^{9e}, C₃₋₈ alkynyl
substituted with 0-3 R^{9e}, (CH₂)_rC₃₋₆ cycloalkyl, a
(CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with
0-5 R^{9e}, and a (CH₂)_r-5-10 membered heterocyclic
15 system containing 1-4 heteroatoms selected from N,
O, and S, substituted with 0-3 R^{9e};
- R^{9b}, at each occurrence, is independently selected from
C₁₋₆ alkyl substituted with 0-3 R^{9e}, C₂₋₈ alkenyl
20 substituted with 0-3 R^{9e}, C₂₋₈ alkynyl substituted
with 0-3 R^{9e}, a (CH₂)_r-C₃₋₆ carbocyclic residue
substituted with 0-2 R^{9e}, and a (CH₂)_r-5-6
membered heterocyclic system containing 1-4
heteroatoms selected from N, O, and S, substituted
25 with 0-3 R^{9e};
- R^{9d}, at each occurrence, is independently selected from
H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3
R^{9e}, C₃₋₆ alkenyl substituted with 0-3 R^{9e}, C₃₋₆
30 alkynyl substituted with 0-3 R^{9e}, a C₃₋₁₀

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carbocyclic residue substituted with 0-3 R^{9e}, and
a (CH₂)_r-5-6 membered heterocyclic system
containing 1-4 heteroatoms selected from N, O, and
S, substituted with 0-3 R^{9e};

5

R^{9e}, at each occurrence, is independently selected from
C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆
cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃,
(CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH,
10 (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{9f}R^{9f}, and (CH₂)_rphenyl;

R^{9f}, at each occurrence, is independently selected from
H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

15 R¹⁰ is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆
alkynyl, (CRR)_rOH, (CRR)_rSH, (CRR)_rOR^{10d},
(CRR)_rS(O)_pR^{10d}, (CRR)_rC(O)R^{10b}, (CRR)_rNR^{10a}R^{10a},
(CRR)_rC(O)NR^{10a}R^{10a}, (CRR)_rC(O)NR^{10a}OR^{10d},
(CRR)_rSO₂NR^{10a}R^{10a}, (CRR)_rC(O)OR^{10d}, a (CRR)_r-C₃₋₁₀
20 carbocyclic residue substituted with 0-5 R^{10e}, and
a (CRR)_r-5-10 membered heterocyclic system
containing 1-4 heteroatoms selected from N, O, and
S, substituted with 0-3 R^{10e};

25 ~~alternatively, R¹⁰ and R¹¹ join to form a C₃₋₆
cycloalkyl substituted with 0-2 R^{10g}, a 5-6
membered ring lactam substituted with 0-2 R^{10g}, or
a 5-6 membered ring lactone substituted with 0-2
R^{10g},~~

30

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- 5 R^{10a} , at each occurrence, is independently selected from H, methyl, C_{2-6} alkyl substituted with 0-3 R^{10e} , C_{3-8} alkenyl substituted with 0-3 R^{10e} , C_{3-8} alkynyl substituted with 0-3 R^{10e} , $(CH_2)_rC_{3-6}$ cycloalkyl, a $(CH_2)_rC_{3-10}$ carbocyclic residue substituted with 0-5 R^{10e} , and a $(CH_2)_r-5-10$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{10e} ;
- 10 R^{10b} , at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-3 R^{10e} , C_{2-8} alkenyl substituted with 0-3 R^{10e} , C_{2-8} alkynyl substituted with 0-3 R^{10e} , a $(CH_2)_rC_{3-6}$ carbocyclic residue substituted with 0-2 R^{10e} , and
- 15 a $(CH_2)_r-5-6$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{10e} ;
- 20 R^{10d} , at each occurrence, is independently selected from H, methyl, $-CF_3$, C_{2-6} alkyl substituted with 0-3 R^{10e} , C_{3-6} alkenyl substituted with 0-3 R^{10e} , C_{3-6} alkynyl substituted with 0-3 R^{10e} , a C_{3-10} carbocyclic residue substituted with 0-3 R^{10e} , and
- 25 a $(CH_2)_r-5-6$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{10e} ;
- 30 R^{10e} , at each occurrence, is independently selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6}

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cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃,
(CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH,
(CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{10f}R^{10f}, and
(CH₂)_rphenyl;

5

R^{10f}, at each occurrence, is independently selected
from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

10 R^{10g} is selected from (CHR)_qOH, (CHR)_qSH, (CHR)_qOR^{10d},
(CHR)_qS(O)_pR^{10d}, (CHR)_rC(O)R^{10b}, (CHR)_qNR^{10a}R^{10a},
(CHR)_rC(O)NR^{10a}R^{10a}, (CHR)_rC(O)NR^{10a}OR^{10d},
(CHR)_qSO₂NR^{10a}R^{10a}, (CHR)_rC(O)OR^{10d}, and a (CHR)_r-
C₃₋₁₀ carbocyclic residue substituted with 0-5
R^{10e};

15

15 R¹¹, is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆
alkynyl, (CRR)_rOH, (CRR)_rSH, (CRR)_rOR^{11d},
(CRR)_rS(O)_pR^{11d}, (CRR)_rC(O)R^{11b}, (CRR)_rNR^{11a}R^{11a},
(CRR)_rC(O)NR^{11a}R^{11a}, (CRR)_rC(O)NR^{11a}OR^{11d},
20 (CRR)_rSO₂NR^{11a}R^{11a}, (CRR)_rC(O)OR^{11d}, a (CRR)_r-C₃₋₁₀
carbocyclic residue substituted with 0-5 R^{11e}, and
a (CRR)_r-5-10 membered heterocyclic system
containing 1-4 heteroatoms selected from N, O, and
S, substituted with 0-3 R^{11e};

25

R^{11a}, at each occurrence, is independently selected
from H, methyl, C₂₋₆ alkyl substituted with 0-3
R^{11e}, C₃₋₈ alkenyl substituted with 0-3 R^{11e}, C₃₋₈
alkynyl substituted with 0-3 R^{11e}, (CH₂)_rC₃₋₆

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cycloalkyl, a $(\text{CH}_2)_r\text{-C}_{3-10}$ carbocyclic residue substituted with 0-5 $\text{R}^{11\text{e}}$, and a $(\text{CH}_2)_r\text{-5-10}$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted
5 with 0-3 $\text{R}^{11\text{e}}$;

$\text{R}^{11\text{b}}$, at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-3 $\text{R}^{11\text{e}}$, C_{2-8} alkenyl substituted with 0-3 $\text{R}^{11\text{e}}$, C_{2-8} alkynyl
10 substituted with 0-3 $\text{R}^{11\text{e}}$, a $(\text{CH}_2)_r\text{-C}_{3-6}$ carbocyclic residue substituted with 0-2 $\text{R}^{11\text{e}}$, and a $(\text{CH}_2)_r\text{-5-6}$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 $\text{R}^{11\text{e}}$;

15 $\text{R}^{11\text{d}}$, at each occurrence, is independently selected from H, methyl, $-\text{CF}_3$, C_{2-6} alkyl substituted with 0-3 $\text{R}^{11\text{e}}$, C_{3-6} alkenyl substituted with 0-3 $\text{R}^{11\text{e}}$, C_{3-6} alkynyl substituted with 0-3 $\text{R}^{11\text{e}}$, a C_{3-10}
20 carbocyclic residue substituted with 0-3 $\text{R}^{11\text{e}}$, and a $(\text{CH}_2)_r\text{-5-6}$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 $\text{R}^{11\text{e}}$;

25 $\text{R}^{11\text{e}}$, at each occurrence, is independently selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(\text{CF}_2)_r\text{CF}_3$, $(\text{CH}_2)_r\text{OC}_{1-5}$ alkyl, OH, $-\text{O}-\text{C}_{1-6}$ alkyl, SH, $(\text{CH}_2)_r\text{SC}_{1-5}$ alkyl, $(\text{CH}_2)_r\text{NR}^{11\text{f}}\text{R}^{11\text{f}}$, and $(\text{CH}_2)_r\text{phenyl}$;

30

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R^{11f}, at each occurrence, is independently selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

5 R¹² is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, (CRR)_qOH, (CRR)_qSH, (CRR)_qOR^{12d},
(CRR)_qS(O)_pR^{12d}, (CRR)_rC(O)R^{12b}, (CRR)_rNR^{12a}R^{12a},
(CRR)_rC(O)NR^{12a}R^{12a}, (CRR)_rC(O)NR^{12a}OR^{12d},
(CRR)_qSO₂NR^{12a}R^{12a}, (CRR)_rC(O)OR^{12d}, a (CRR)_r-C₃₋₁₀
10 carbocyclic residue substituted with 0-5 R^{12e}, and
a (CRR)_r-5-10 membered heterocyclic system
containing 1-4 heteroatoms selected from N, O, and
S, substituted with 0-3 R^{12e};

15 R^{12a}, at each occurrence, is independently selected
from H, methyl, C₂₋₆ alkyl substituted with 0-3
R^{12e}, C₃₋₈ alkenyl substituted with 0-3 R^{12e}, C₃₋₈
alkynyl substituted with 0-3 R^{12e}, (CH₂)_rC₃₋₆
cycloalkyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue
substituted with 0-5 R^{12e}, and a (CH₂)_r-5-10
20 membered heterocyclic system containing 1-4
heteroatoms selected from N, O, and S, substituted
with 0-3 R^{12e};

25 R^{12b}, at each occurrence, is independently selected
from C₁₋₆ alkyl substituted with 0-3 R^{12e}, C₂₋₈
alkenyl substituted with 0-3 R^{12e}, C₂₋₈ alkynyl
substituted with 0-3 R^{12e}, a (CH₂)_r-C₃₋₆
carbocyclic residue substituted with 0-2 R^{12e}, and
a (CH₂)_r-5-6 membered heterocyclic system

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containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e};

5 R^{12d}, at each occurrence, is independently selected from H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3 R^{12e}, C₃₋₆ alkenyl substituted with 0-3 R^{12e}, C₃₋₆ alkynyl substituted with 0-3 R^{12e}, a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{12e}, and a (CH₂)_r-5-6 membered heterocyclic system
10 containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e};

R^{12e}, at each occurrence, is independently selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃,
15 (CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{12f}R^{12f}, and (CH₂)_rphenyl;

20 R^{12f}, at each occurrence, is selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

R¹⁴ and R^{14a} are H,

25 R¹⁵ is H;

R¹⁶ is selected from H, C₁₋₄ alkyl substituted with 0-3 R^{16a}, and C₃₋₆ cycloalkyl substituted with 0-3 R^{16a};
30

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R^{16a} is selected from C₁₋₄ alkyl, -OH, -SH, -NR^{16c}R^{16c},
-C(O)NR^{16c}R^{16c}, and -NHC(O)R^{16c};

R^{16c} is selected from H, C₁₋₄ alkyl and C₃₋₆ cycloalkyl;

5

R¹⁷ is selected from H, C₁₋₄ alkyl, and C₃₋₄ cycloalkyl;

n is 1;

10 l is selected from 0 and 1;

m is selected from 0 and 1;

p, at each occurrence, is selected from 0, 1, or 2;

15

q, at each occurrence, is selected from 1, 2, 3, or 4;
and

r, at each occurrence, is selected from 0, 1, 2, 3, or

20 4.

2. (CURRENTLY AMENDED) A compound of claim 1,
wherein

25 Z is selected from a bond, -C(O)-, -C(O)NH-, -C(S)NH-,
-SO₂-, and -SO₂NH-;

X is selected from -NR¹⁷-, -O-, and -CHR¹⁶NR¹⁷-;

30 R¹ is selected from a C₆₋₁₀ aryl group substituted with
0-5 R⁴;

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R² is selected from a C₆₋₁₀ aryl group substituted with 0-5 R⁵;

5 R³ is selected from (CRR)_qOH, (CRR)_qSH, (CRR)_qOR^{3d},
(CRR)_qS(O)_pR^{3d}, (CRR)_rC(O)R^{3b}, (CRR)_qNR^{3a}R^{3a},
(CRR)_rC(O)NR^{3a}R^{3a}, (CRR)_rC(O)NR^{3a}OR^{3d},
(CRR)_qSO₂NR^{3a}R^{3a}, (CRR)_rC(O)OR^{3d}, a (CRR)_r-C₃₋₁₀
carbocyclic residue substituted with 0-5 R^{3e}, and
10 a (CRR)_r-5-10 membered heterocyclic system
containing 1-4 heteroatoms selected from N, O, and
S, substituted with 0-3 R^{3e};

R^{3a}, at each occurrence, is independently selected from
15 H, methyl substituted with 0-1 R^{3c}, C₂₋₆ alkyl
substituted with 0-3 R^{3e}, C₃₋₈ alkenyl substituted
with 0-3 R^{3e}, C₃₋₈ alkynyl substituted with 0-3
R^{3e}, (CH₂)_r-C₃₋₆ cycloalkyl, a (CH₂)_r-C₃₋₁₀
carbocyclic residue substituted with 0-5 R^{3e}, and
20 a (CH₂)_r-5-10 membered heterocyclic system
containing 1-4 heteroatoms selected from N, O, and
S, substituted with 0-3 R^{3e};

R^{3b}, at each occurrence, is independently selected from
25 C₁₋₆ alkyl substituted with 0-3 R^{3e}, C₂₋₈ alkenyl
substituted with 0-3 R^{3e}, C₂₋₈ alkynyl substituted
with 0-3 R^{3e}, a (CH₂)_r-C₃₋₆ carbocyclic residue
substituted with 0-2 R^{3e}, and a (CH₂)_r-5-6
membered heterocyclic system containing 1-4

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heteroatoms selected from N, O, and S, substituted with 0-3 R^{3e};

5 R^{3c} is independently selected from -C(O)R^{3b}, -C(O)OR^{3d},
-C(O)NR^{3f}R^{3f}, and (CH₂)_rphenyl;

10 R^{3d}, at each occurrence, is independently selected from
H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3
R^{3e}, C₃₋₆ alkenyl substituted with 0-3 R^{3e}, C₃₋₆
alkynyl substituted with 0-3 R^{3e}, a C₃₋₁₀
carbocyclic residue substituted with 0-3 R^{3e}, and
a (CH₂)_{r-5-6} membered heterocyclic system
containing 1-4 heteroatoms selected from N, O, and
S, substituted with 0-3 R^{3e};

15 R^{3e}, at each occurrence, is selected from C₁₋₆ alkyl,
C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F,
Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH,
SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{3f}R^{3f}, and
20 (CH₂)_rphenyl;

R^{3f}, at each occurrence, is selected from H, C₁₋₆
alkyl, and C₃₋₆ cycloalkyl;

25 R, at each occurrence, is independently selected from
H, C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl,
(CH₂)_rC₃₋₆ cycloalkyl, (CHR)_rC(O)NR^{3a}R^{3a}, and
(CHR)_rC(O)OR^{3d}, and (CH₂)_rphenyl substituted with
R^{3e};

30

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R⁴, at each occurrence, is selected from C₁₋₈ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, Br, I, F, NO₂, CN, (CR'R')_rNR^{4a}R^{4a}, (CR'R')_rOH, (CR'R')_rO(CR'R')_rR^{4d}, (CR'R')_rSH, (CR'R')_rC(O)H, (CR'R')_rS(CR'R')_rR^{4d}, (CR'R')_rC(O)OH, (CR'R')_rC(O)(CR'R')_rR^{4b}, (CR'R')_rC(O)NR^{4a}R^{4a}, (CR'R')_rNR^{4f}C(O)(CR'R')_rR^{4b}, (CR'R')_rC(O)O(CR'R')_rR^{4d}, (CR'R')_rOC(O)(CR'R')_rR^{4b}, (CR'R')_rNR^{4f}C(O)O(CR'R')_rR^{4d}, (CR'R')_rOC(O)NR^{4a}R^{4a}, (CR'R')_rNR^{6a}C(S)NR^{6a}(CR'R')_rR^{6d}, (CR'R')_rNR^{4a}C(O)NR^{4a}R^{4a}, (CR'R')_rC(=NR^{4f})NR^{4a}R^{4a}, (CR'R')_rNHC(=NR^{4f})NR^{4f}R^{4f}, (CR'R')_rS(O)_p(CR'R')_rR^{4b}, (CR'R')_rS(O)₂NR^{4a}R^{4a}, (CR'R')_rNR^{6f}S(O)₂NR^{6a}R^{6a}, (CR'R')_rNR^{4f}S(O)₂(CR'R')_rR^{4b}, C₁₋₆ haloalkyl, C₂₋₈ alkenyl substituted with 0-3 R', C₂₋₈ alkynyl substituted with 0-3 R', and (CR'R')_rphenyl substituted with 0-3 R^{4e};

alternatively, two R⁴ on adjacent atoms on R¹ may join to form a cyclic acetal;

R^{4a}, at each occurrence, is independently selected from H, methyl substituted with 0-1R^{4g}, C₂₋₆ alkyl substituted with 0-2 R^{5e}, C₃₋₈ alkenyl substituted with 0-2 R^{5e}, C₃₋₈ alkynyl substituted with 0-2 R^{5e}, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{4e}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms

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selected from N, O, and S, substituted with 0-2
R^{4e};

R^{4b}, at each occurrence, is selected from C₁₋₆ alkyl
5 substituted with 0-2 R^{5e}, C₃₋₈ alkenyl substituted
with 0-2 R^{5e}, C₃₋₈ alkynyl substituted with 0-2
R^{5e}, a (CH₂)_rC₃₋₆ carbocyclic residue substituted
with 0-3 R^{4e}, and a (CH₂)_r-5-6 membered
heterocyclic system containing 1-4 heteroatoms
10 selected from N, O, and S, substituted with 0-2
R^{4e};

R^{4d}, at each occurrence, is selected from C₃₋₈ alkenyl
substituted with 0-2 R^{5e}, C₃₋₈ alkynyl substituted
15 with 0-2 R^{5e}, methyl, CF₃, C₂₋₆ alkyl substituted
with 0-3 R^{4e}, a (CH₂)_r-C₃₋₁₀ carbocyclic residue
substituted with 0-3 R^{4e}, and a (CH₂)_r-5-6
membered heterocyclic system containing 1-4
heteroatoms selected from N, O, and S, substituted
20 with 0-3 R^{4e};

R^{4e}, at each occurrence, is selected from C₁₋₆ alkyl,
C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl,
Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅
25 alkyl, OH, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{4f}R^{4f}, and
(CH₂)_rphenyl;

R^{4f}, at each occurrence, is selected from H, C₁₋₅
alkyl, and C₃₋₆ cycloalkyl, and phenyl;

30

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R^{4g} is independently selected from -C(O)R^{4b}, -C(O)OR^{4d},
-C(O)NR^{4f}R^{4f}, and (CH₂)_rphenyl;

R⁵, at each occurrence, is selected from C₁₋₈ alkyl,
5 C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl,
Cl, Br, I, F, NO₂, CN, (CR'R')_rNR^{5a}R^{5a}, (CR'R')_rOH,
(CR'R')_rO(CR'R')_rR^{5d}, (CR'R')_rSH, (CR'R')_rC(O)H,
(CR'R')_rS(CR'R')_rR^{5d}, (CR'R')_rC(O)OH,
(CR'R')_rC(O)(CR'R')_rR^{5b}, (CR'R')_rC(O)NR^{5a}R^{5a},
10 (CR'R')_rNR^{5f}C(O)(CR'R')_rR^{5b},
(CR'R')_rC(O)O(CR'R')_rR^{5d}, (CR'R')_rOC(O)(CR'R')_rR^{5b},
(CR'R')_rNR^{5f}C(O)O(CR'R')_rR^{5d}, (CR'R')_rOC(O)NR^{5a}R^{5a},
(CR'R')_rNR^{5a}C(O)NR^{5a}R^{5a}, (CR'R')_rC(=NR^{5f})NR^{5a}R^{5a},
(CR'R')_rNHC(=NR^{5f})NR^{5f}R^{5f}, (CR'R')_rS(O)_p(CR'R')_rR^{5b},
15 (CR'R')_rS(O)₂NR^{5a}R^{5a}, (CR'R')_rNR^{5a}S(O)₂NR^{5a}R^{5a},
(CR'R')_rNR^{5f}S(O)₂(CR'R')_rR^{5b}, C₁₋₆ haloalkyl, C₂₋₈
alkenyl substituted with 0-3 R', C₂₋₈ alkynyl
substituted with 0-3 R', and (CR'R')_rphenyl
substituted with 0-3 R^{5e};

20

alternatively, two R⁵ on adjacent atoms on R² may join
to form a cyclic acetal;

R^{5a}, at each occurrence, is independently selected from
25 H, methyl substituted with 0-1 R^{5g}, C₂₋₆ alkyl
substituted with 0-2 R^{5e}, C₃₋₈ alkenyl substituted
with 0-2 R^{5e}, C₃₋₈ alkynyl substituted with 0-2
R^{5e}, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted
with 0-5 R^{5e}, and a (CH₂)_r-5-10 membered

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heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{5e};

5 R^{5b}, at each occurrence, is independently selected from C₁₋₆ alkyl substituted with 0-2 R^{5e}, C₃₋₈ alkenyl substituted with 0-2 R^{5e}, C₃₋₈ alkynyl substituted with 0-2 R^{5e}, a (CH₂)_rC₃₋₆ carbocyclic residue substituted with 0-3 R^{5e}, and a (CH₂)_{r-5-6}
10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{5e};

R^{5d}, at each occurrence, is independently selected from
15 C₃₋₈ alkenyl substituted with 0-2 R^{5e}, C₃₋₈ alkynyl substituted with 0-2 R^{5e}, methyl, CF₃, C₂₋₆ alkyl substituted with 0-3 R^{5e}, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{5e}, and a (CH₂)_{r-5-6} membered heterocyclic system
20 containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{5e};

R^{5e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl,
25 Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{5f}R^{5f}, and (CH₂)_rphenyl;

R^{5f}, at each occurrence, is selected from H, C₁₋₅
30 alkyl, and C₃₋₆ cycloalkyl, and phenyl;

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R^{5g} is independently selected from -C(O)R^{5b}, -C(O)OR^{5d},
-C(O)NR^{5f}R^{5f}, and (CH₂)_rphenyl;

5 R', at each occurrence, is selected from H, C₁₋₆ alkyl,
C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl,
and (CH₂)_rphenyl substituted with R^{5e};

R⁶, is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆
10 alkynyl, (CRR)_qOH, (CRR)_qSH, (CRR)_qOR^{6d},
(CRR)_qS(O)_pR^{6d}, (CRR)_rC(O)R^{6b}, (CRR)_rNR^{6a}R^{6a},
(CRR)_rC(O)NR^{6a}R^{6a}, (CRR)_rC(O)NR^{6a}OR^{6d},
(CRR)SO₂NR^{6a}R^{6a}, (CRR)_rC(O)OR^{6d}, a (CRR)_r-C₃₋₁₀
carbocyclic residue substituted with 0-5 R^{6e}, and
15 a (CRR)_r-5-10 membered heterocyclic system
containing 1-4 heteroatoms selected from N, O, and
S, substituted with 0-3 R^{6e};

~~alternatively, R⁶ and R⁷ join to form a C₃₋₆ cycloalkyl
20 substituted with 0-2 R^{6g}, a 5-6 membered ring
lactam substituted with 0-2 R^{6g}, or a 5-6 membered
ring lactone substituted with 0-2 R^{6g},~~

R^{6a}, at each occurrence, is independently selected from
25 H, methyl, C₂₋₆ alkyl substituted with 0-3 R^{6e},
C₃₋₈ alkenyl substituted with 0-3 R^{6e}, C₃₋₈ alkynyl
substituted with 0-3 R^{6e}, (CH₂)_rC₃₋₆ cycloalkyl, a
(CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with
0-5 R^{6e}, and a (CH₂)_r-5-10 membered heterocyclic

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system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e};

5 R^{6b}, at each occurrence, is independently selected from C₁₋₆ alkyl substituted with 0-3 R^{6e}, C₂₋₈ alkenyl substituted with 0-3 R^{6e}, C₂₋₈ alkynyl substituted with 0-3 R^{6e}, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-2 R^{6e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4
10 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e};

R^{6d}, at each occurrence, is independently selected from H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3
15 R^{6e}, C₃₋₆ alkenyl substituted with 0-3 R^{6e}, C₃₋₆ alkynyl substituted with 0-3 R^{6e}, a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{6e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and
20 S, substituted with 0-3 R^{6e};

R^{6e}, at each occurrence, is independently selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃,
25 (CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{6f}R^{6f}, and (CH₂)_rphenyl;

R^{6f}, at each occurrence, is independently selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;
30

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R^{6g} is selected from $(CHR)_qOH$, $(CHR)_qSH$, $(CHR)_qOR^{6d}$,
 $(CHR)_qS(O)_pR^{6d}$, $(CHR)_rC(O)R^{6b}$, $(CHR)_qNR^{6a}R^{6a}$,
 $(CHR)_rC(O)NR^{6a}R^{6a}$, $(CHR)_rC(O)NR^{6a}OR^{6d}$,
 $(CHR)_qSO_2NR^{6a}R^{6a}$, $(CHR)_rC(O)OR^{6d}$, and a $(CHR)_r-C_{3-10}$
5 carbocyclic residue substituted with 0-5 R^{6e} ;

R^7 , is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6}
alkynyl, $(CRR)_qOH$, $(CRR)_qSH$, $(CRR)_qOR^{7d}$,
 $(CRR)_qS(O)_pR^{7d}$, $(CRR)_rC(O)R^{7b}$, $(CRR)_rNR^{7a}R^{7a}$,
10 $(CRR)_rC(O)NR^{7a}R^{7a}$, $(CRR)_rC(O)NR^{7a}OR^{7d}$,
 $(CRR)_qSO_2NR^{7a}R^{7a}$, $(CRR)_rC(O)OR^{7d}$, a $(CRR)_r-C_{3-10}$
carbocyclic residue substituted with 0-5 R^{7e} , and
a $(CRR)_r-5-10$ membered heterocyclic system
containing 1-4 heteroatoms selected from N, O, and
15 S, substituted with 0-3 R^{7e} ;

R^{7a} , at each occurrence, is independently selected from
H, methyl, C_{2-6} alkyl substituted with 0-3 R^{7e} ,
 C_{3-8} alkenyl substituted with 0-3 R^{7e} , C_{3-8} alkynyl
20 substituted with 0-3 R^{7e} , $(CH_2)_rC_{3-6}$ cycloalkyl, a
 $(CH_2)_r-C_{3-10}$ carbocyclic residue substituted with
0-5 R^{7e} , and a $(CH_2)_r-5-10$ membered heterocyclic
system containing 1-4 heteroatoms selected from N,
O, and S, substituted with 0-3 R^{7e} ;

25

R^{7b} , at each occurrence, is independently selected from
 C_{1-6} alkyl substituted with 0-3 R^{7e} , C_{2-8} alkenyl
substituted with 0-3 R^{7e} , C_{2-8} alkynyl substituted
with 0-3 R^{7e} , a $(CH_2)_r-C_{3-6}$ carbocyclic residue

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substituted with 0-2 R^{7e}, and a (CH₂)_{r-5-6} membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};

5

R^{7d}, at each occurrence, is independently selected from H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3 R^{7e}, C₃₋₆ alkenyl substituted with 0-3 R^{7e}, C₃₋₆ alkynyl substituted with 0-3 R^{7e}, a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{7e}, and a (CH₂)_{r-5-6} membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};

10

R^{7e}, at each occurrence, is independently selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{7f}R^{7f}, and (CH₂)_rphenyl;

20

R^{7f}, at each occurrence, is independently selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

25

R⁸ is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, (CRR)_rOH, (CRR)_rSH, (CRR)_rOR^{8d}, (CRR)_rS(O)_pR^{8d}, (CRR)_rC(O)R^{8b}, (CRR)_rNR^{8a}R^{8a}, (CRR)_rC(O)NR^{8a}R^{8a}, (CRR)_rC(O)NR^{8a}OR^{8d}, (CRR)_rSO₂NR^{8a}R^{8a}, (CRR)_rC(O)OR^{8d}, a (CRR)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{8e}, and a (CRR)_r-5-10 membered heterocyclic system

30

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containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{8e};

~~alternatively, R⁸ and R⁹ join to form a C₂₋₆ cycloalkyl substituted with 0-2 R^{8g}, a 5-6 membered ring lactam substituted with 0-2 R^{8g}, or a 5-6 membered ring lactone substituted with 0-2 R^{8g},~~

5
10 R^{8a}, at each occurrence, is independently selected from H, methyl, C₂₋₆ alkyl substituted with 0-3 R^{8e}, C₃₋₈ alkenyl substituted with 0-3 R^{8e}, C₃₋₈ alkynyl substituted with 0-3 R^{8e}, (CH₂)_rC₃₋₆ cycloalkyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{8e}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{8e};

15
20 R^{8b}, at each occurrence, is independently selected from C₁₋₆ alkyl substituted with 0-3 R^{8e}, C₂₋₈ alkenyl substituted with 0-3 R^{8e}, C₂₋₈ alkynyl substituted with 0-3 R^{8e}, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-2 R^{8e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{8e};

25
30 R^{8d}, at each occurrence, is independently selected from H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3 R^{8e}, C₃₋₆ alkenyl substituted with 0-3 R^{8e}, C₃₋₆ alkynyl substituted with 0-3 R^{8e}, a C₃₋₁₀

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carbocyclic residue substituted with 0-3 R^{8e}, and
a (CH₂)_r-5-6 membered heterocyclic system
containing 1-4 heteroatoms selected from N, O, and
S, substituted with 0-3 R^{8e};

5

R^{8e}, at each occurrence, is independently selected from
C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆
cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃,
(CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH, (CH₂)_rSC₁₋₅
10 5 alkyl, (CH₂)_rNR^{8f}R^{8f}, and (CH₂)_rphenyl;

R^{8f}, at each occurrence, is independently selected from
H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

15 R^{8g} is selected from (CHR)_qOH, (CHR)_qSH, (CHR)_qOR^{8d},
(CHR)_qS(O)_pR^{8d}, (CHR)_rC(O)R^{8b}, (CHR)_qNR^{8a}R^{8a},
(CHR)_rC(O)NR^{8a}R^{8a}, (CHR)_rC(O)NR^{8a}OR^{8d},
(CHR)_qSO₂NR^{8a}R^{8a}, (CHR)_rC(O)OR^{8d}, and a (CHR)_r-C₃₋₁₀
carbocyclic residue substituted with 0-5 R^{8e};

20

R⁹ is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆
alkynyl, (CRR)_rOH, (CRR)_rSH, (CRR)_rOR^{9d},
(CRR)_rS(O)_pR^{9d}, (CRR)_rC(O)R^{9b}, (CRR)_rNR^{9a}R^{9a},
(CRR)_rC(O)NR^{9a}R^{9a}, (CRR)_rC(O)NR^{9a}OR^{9d},
25 (CRR)_rSO₂NR^{9a}R^{9a}, (CRR)_rC(O)OR^{9d}, a (CRR)_r-C₃₋₁₀
carbocyclic residue substituted with 0-5 R^{9e}, and
a (CRR)_r-5-10 membered heterocyclic system
containing 1-4 heteroatoms selected from N, O, and
S, substituted with 0-3 R^{9e};

30

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- R^{9a} , at each occurrence, is independently selected from H, methyl, C_{2-6} alkyl substituted with 0-3 R^{9e} , C_{3-8} alkenyl substituted with 0-3 R^{9e} , C_{3-8} alkynyl substituted with 0-3 R^{9e} , $(CH_2)_rC_{3-6}$ cycloalkyl, a
5 $(CH_2)_rC_{3-10}$ carbocyclic residue substituted with 0-5 R^{9e} , and a $(CH_2)_r-5-10$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9e} ;
- 10 R^{9b} , at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-3 R^{9e} , C_{2-8} alkenyl substituted with 0-3 R^{9e} , C_{2-8} alkynyl substituted with 0-3 R^{9e} , a $(CH_2)_rC_{3-6}$ carbocyclic residue substituted with 0-2 R^{9e} , and a $(CH_2)_r-5-6$
15 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9e} ;
- R^{9d} , at each occurrence, is independently selected from H, methyl, $-CF_3$, C_{2-6} alkyl substituted with 0-3
20 R^{9e} , C_{3-6} alkenyl substituted with 0-3 R^{9e} , C_{3-6} alkynyl substituted with 0-3 R^{9e} , a C_{3-10} carbocyclic residue substituted with 0-3 R^{9e} , and a $(CH_2)_r-5-6$ membered heterocyclic system
25 containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9e} ;
- R^{9e} , at each occurrence, is independently selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6}
30 cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(CF_2)_rCF_3$,

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(CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH,
(CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{9f}R^{9f}, and (CH₂)_rphenyl;

5 R^{9f}, at each occurrence, is independently selected from
H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

R¹⁰ is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆
alkynyl, (CRR)_rOH, (CRR)_rSH, (CRR)_rOR^{10d},
(CRR)_rS(O)_pR^{10d}, (CRR)_rC(O)R^{10b}, (CRR)_rNR^{10a}R^{10a},
10 (CRR)_rC(O)NR^{10a}R^{10a}, (CRR)_rC(O)NR^{10a}OR^{10d},
(CRR)_rSO₂NR^{10a}R^{10a}, (CRR)_rC(O)OR^{10d}, a (CRR)_r-C₃₋₁₀
carbocyclic residue substituted with 0-5 R^{10e}, and
a (CRR)_r-5-10 membered heterocyclic system
containing 1-4 heteroatoms selected from N, O, and
15 S, substituted with 0-3 R^{10e};

~~alternatively, R¹⁰ and R¹¹ join to form a C₃₋₆
cycloalkyl substituted with 0-2 R^{10g}, a 5-6
membered ring lactam substituted with 0-2 R^{10g}, or
20 a 5-6 membered ring lactone substituted with 0-2
R^{10g}.~~

R^{10a}, at each occurrence, is independently selected
from H, methyl, C₂₋₆ alkyl substituted with 0-3
25 R^{10e}, C₃₋₈ alkenyl substituted with 0-3 R^{10e}, C₃₋₈
alkynyl substituted with 0-3 R^{10e}, (CH₂)_rC₃₋₆
cycloalkyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue
substituted with 0-5 R^{10e}, and a (CH₂)_r-5-10
membered heterocyclic system containing 1-4

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heteroatoms selected from N, O, and S, substituted with 0-3 R^{10e};

R^{10b}, at each occurrence, is independently selected
5 from C₁₋₆ alkyl substituted with 0-3 R^{10e}, C₂₋₈ alkenyl substituted with 0-3 R^{10e}, C₂₋₈ alkynyl substituted with 0-3 R^{10e}, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-2 R^{10e}, and a (CH₂)_r-5-6 membered heterocyclic system
10 containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{10e};

R^{10d}, at each occurrence, is independently selected
15 from H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3 R^{10e}, C₃₋₆ alkenyl substituted with 0-3 R^{10e}, C₃₋₆ alkynyl substituted with 0-3 R^{10e}, a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{10e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and
20 S, substituted with 0-3 R^{10e};

R^{10e}, at each occurrence, is independently selected
25 from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{10f}R^{10f}, and (CH₂)_rphenyl;

R^{10f}, at each occurrence, is independently selected
30 from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

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- R^{10g} is selected from $(CHR)_qOH$, $(CHR)_qSH$, $(CHR)_qOR^{10d}$,
 $(CHR)_qS(O)_pR^{10d}$, $(CHR)_rC(O)R^{10b}$, $(CHR)_qNR^{10a}R^{10a}$,
 $(CHR)_rC(O)NR^{10a}R^{10a}$, $(CHR)_rC(O)NR^{10a}OR^{10d}$,
5 $(CHR)_qSO_2NR^{10a}R^{10a}$, $(CHR)_rC(O)OR^{10d}$, and a $(CHR)_r$ -
 C_{3-10} carbocyclic residue substituted with 0-5
 R^{10e} ;
- R^{11} , is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6}
10 alkynyl, $(CRR)_rOH$, $(CRR)_rSH$, $(CRR)_rOR^{11d}$,
 $(CRR)_rS(O)_pR^{11d}$, $(CRR)_rC(O)R^{11b}$, $(CRR)_rNR^{11a}R^{11a}$,
 $(CRR)_rC(O)NR^{11a}R^{11a}$, $(CRR)_rC(O)NR^{11a}OR^{11d}$,
 $(CRR)_rSO_2NR^{11a}R^{11a}$, $(CRR)_rC(O)OR^{11d}$, a $(CRR)_r$ - C_{3-10}
15 carbocyclic residue substituted with 0-5 R^{11e} , and
a $(CRR)_r$ -5-10 membered heterocyclic system
containing 1-4 heteroatoms selected from N, O, and
S, substituted with 0-3 R^{11e} ;
- R^{11a} , at each occurrence, is independently selected
20 from H, methyl, C_{2-6} alkyl substituted with 0-3
 R^{11e} , C_{3-8} alkenyl substituted with 0-3 R^{11e} , C_{3-8}
alkynyl substituted with 0-3 R^{11e} , $(CH_2)_rC_{3-6}$
cycloalkyl, a $(CH_2)_r$ - C_{3-10} carbocyclic residue
substituted with 0-5 R^{11e} , and a $(CH_2)_r$ -5-10
25 membered heterocyclic system containing 1-4
heteroatoms selected from N, O, and S, substituted
with 0-3 R^{11e} ;

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- R^{11b} , at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-3 R^{11e} , C_{2-8} alkenyl substituted with 0-3 R^{11e} , C_{2-8} alkynyl substituted with 0-3 R^{11e} , a $(CH_2)_r-C_{3-6}$ carbocyclic residue substituted with 0-2 R^{11e} , and a $(CH_2)_r-5-6$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e} ;
- R^{11d} , at each occurrence, is independently selected from H, methyl, $-CF_3$, C_{2-6} alkyl substituted with 0-3 R^{11e} , C_{3-6} alkenyl substituted with 0-3 R^{11e} , C_{3-6} alkynyl substituted with 0-3 R^{11e} , a C_{3-10} carbocyclic residue substituted with 0-3 R^{11e} , and a $(CH_2)_r-5-6$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e} ;
- R^{11e} , at each occurrence, is independently selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, $-O-C_{1-6}$ alkyl, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{11f}R^{11f}$, and $(CH_2)_rphenyl$;
- R^{11f} , at each occurrence, is independently selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;
- R^{12} is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, $(CRR)_qOH$, $(CRR)_qSH$, $(CRR)_qOR^{12d}$,

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(CRR)_qS(O)_pR^{12d}, (CRR)_rC(O)R^{12b}, (CRR)_rNR^{12a}R^{12a},
(CRR)_rC(O)NR^{12a}R^{12a}, (CRR)_rC(O)NR^{12a}OR^{12d},
(CRR)_qSO₂NR^{12a}R^{12a}, (CRR)_rC(O)OR^{12d}, a (CRR)_r-C₃₋₁₀
carbocyclic residue substituted with 0-5 R^{12e}, and
5 a (CRR)_r-5-10 membered heterocyclic system
containing 1-4 heteroatoms selected from N, O, and
S, substituted with 0-3 R^{12e};

R^{12a}, at each occurrence, is independently selected
10 from H, methyl, C₂₋₆ alkyl substituted with 0-3
R^{12e}, C₃₋₈ alkenyl substituted with 0-3 R^{12e}, C₃₋₈
alkynyl substituted with 0-3 R^{12e}, (CH₂)_rC₃₋₆
cycloalkyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue
substituted with 0-5 R^{12e}, and a (CH₂)_r-5-10
15 membered heterocyclic system containing 1-4
heteroatoms selected from N, O, and S, substituted
with 0-3 R^{12e};

R^{12b}, at each occurrence, is independently selected
20 from C₁₋₆ alkyl substituted with 0-3 R^{12e}, C₂₋₈
alkenyl substituted with 0-3 R^{12e}, C₂₋₈ alkynyl
substituted with 0-3 R^{12e}, a (CH₂)_r-C₃₋₆
carbocyclic residue substituted with 0-2 R^{12e}, and
a (CH₂)_r-5-6 membered heterocyclic system
25 containing 1-4 heteroatoms selected from N, O, and
S, substituted with 0-3 R^{12e};

R^{12d}, at each occurrence, is independently selected
from H, methyl, -CF₃, C₂₋₆ alkyl substituted with
30 0-3 R^{12e}, C₃₋₆ alkenyl substituted with 0-3 R^{12e},

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C₃₋₆ alkynyl substituted with 0-3 R^{12e}, a C₃₋₁₀
carbocyclic residue substituted with 0-3 R^{12e}, and
a (CH₂)_{r-5-6} membered heterocyclic system
containing 1-4 heteroatoms selected from N, O, and
5 S, substituted with 0-3 R^{12e};

R^{12e}, at each occurrence, is independently selected
from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆
cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃,
10 (CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH, (CH₂)_rSC₁₋₅
alkyl, (CH₂)_rNR^{12f}R^{12f}, and (CH₂)_rphenyl;

R^{12f}, at each occurrence, is selected from H, C₁₋₆
alkyl, and C₃₋₆ cycloalkyl;

15 R¹⁴ and R^{14a} are H,

~~alternatively, R¹⁴ and R^{14a} can join to form a C₃₋₆
cycloalkyl;~~

20 R¹⁵ is H;

R¹⁶ is selected from H, C₁₋₄ alkyl substituted with 0-3
R^{16a}, and C₃₋₆ cycloalkyl substituted with 0-3
25 R^{16a};

R^{16a} is selected from C₁₋₄ alkyl, -OH, -SH, -NR^{16c}R^{16c},
-C(O)NR^{16c}R^{16c}, and -NHC(O)R^{16c};

30 R^{16c} is selected from H, C₁₋₄ alkyl and C₃₋₆ cycloalkyl;

AMENDMENTS TO THE CLAIMS

R¹⁷ is selected from H, C₁₋₄ alkyl, and C₃₋₄ cycloalkyl;

n is 1;

5

l is selected from 0 and 1;

m is selected from 0 and 1;

10 p, at each occurrence, is selected from 0, 1, or 2;

q, at each occurrence, is selected from 1, 2, 3, or 4;
and

15 r, at each occurrence, is selected from 0, 1, 2, 3, or
4.

3. (CANCELLED)

20 4. (CURRENTLY AMENDED) The compound of claim 2 3,
wherein:

R¹⁶ is selected from H, C₁₋₄ alkyl substituted with 0-1

25 R^{16a}, wherein the alkyl is selected from methyl,
ethyl, propyl, i-propyl, butyl, i-butyl, and
s-butyl, and C₃₋₄ cycloalkyl substituted with 0-3
R^{16a} wherein the cycloalkyl is selected from
cyclopropyl and cyclobutyl;

AMENDMENTS TO THE CLAIMS

R^{16a} is selected from methyl, ethyl, propyl, i-propyl, -OH, -SH, -NR^{16c}R^{16c}, -C(O)NR^{16c}R^{16c}, and -NHC(O)R^{16c}; and

5 R¹⁷ is selected from H, methyl, ethyl, propyl, and i-propyl.

5. (ORIGINAL) The compound of claim 4, wherein:

10 R⁹ and R¹¹ are H; and

R⁸ and R¹⁰ are independently selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue wherein the carbocyclic residue is selected from cyclopropyl, cyclobutyl, 15 cyclopentyl, cyclohexyl, phenyl and naphthyl.

6. (PREVIOUSLY AMENDED) The compound of claim 5, wherein:

20

R³ is selected from (CRR)_qOH, (CRR)_qSH, (CRR)_qOR^{3d}, (CRR)_qS(O)_pR^{3d}, (CRR)_rC(O)R^{3b}, (CRR)_qNR^{3a}R^{3a}, (CRR)_rC(O)NR^{3a}R^{3a}, (CRR)_rC(O)NR^{3a}OR^{3d}, (CRR)_qSO₂NR^{3a}R^{3a}, (CRR)_rC(O)OR^{3d}, a (CRR)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{3e}, and 25 a (CRR)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{3e} wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, benzothiazolyl, 30 benzimidazolyl, benzothiophenyl, benzofuranyl,

AMENDMENTS TO THE CLAIMS

- benzoxazolyl, benzisoxazolyl, quinolinyl,
isoquinolinyl, imidazolyl, indolyl, indolinyl,
isoindolyl, isothiadiazolyl, isoxazolyl,
piperidinyl, pyrrazolyl, pyrrolidinyl,
5 tetrahydrofuranyl, tetrahydrothiophenyl, 1,2,4-
triazolyl, 1,2,3-triazolyl, tetrazolyl,
thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and
pyrimidinyl;
- 10 R⁶ is selected from H, (CRR)_qOH, (CRR)_qSH, (CRR)_qOR^{6d},
(CRR)_qS(O)_pR^{6d}, (CRR)_rC(O)R^{6b}, (CRR)_qNR^{6a}R^{6a},
(CRR)_rC(O)NR^{6a}R^{6a}, (CRR)_rC(O)NR^{6a}OR^{6d},
(CRR)_qSO₂NR^{6a}R^{6a}, (CRR)_rC(O)OR^{6d}, a (CRR)_r-C₆₋₁₀
carbocyclic residue substituted with 0-5 R^{6e}, and
15 a (CRR)_r-5-10 membered heterocyclic system
containing 1-4 heteroatoms selected from N, O, and
S, substituted with 0-6 R^{6e} wherein the
heterocyclic system is selected from pyridinyl,
thiophenyl, furanyl, indazolyl, benzothiazolyl,
20 benzimidazolyl, benzothiophenyl, benzofuranyl,
benzoxazolyl, benzisoxazolyl, quinolinyl,
isoquinolinyl, imidazolyl, indolyl, indolinyl,
isoindolyl, isothiadiazolyl, isoxazolyl,
piperidinyl, pyrrazolyl, pyrrolidinyl,
25 tetrahydrofuranyl, tetrahydrothiophenyl, 1,2,4-
triazolyl, 1,2,6-triazolyl, tetrazolyl,
thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and
pyrimidinyl;
- 30 R⁷ is H;

AMENDMENTS TO THE CLAIMS

R¹² is selected from H, methyl, ethyl, and propyl;

7. (PREVIOUSLY AMENDED) The compound of claim 6,
wherein:

5

R¹ is selected from phenyl substituted with 0-3 R⁴;

R² is selected from phenyl substituted with 0-3 R⁵.

10 8. (CURRENTLY AMENDED) The compound of claim 7,
wherein:

X is ~~-CHR¹⁶NR¹⁷-~~ CHR¹⁶R¹⁷;

15 R⁴, at each occurrence, is selected from C₁₋₈ alkyl,
C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CR'R')_rC₃₋₆
cycloalkyl, Cl, Br, I, F, NO₂, CN, (CR'R')_rNR^{4a}R^{4a},
(CR'R')_rOH, (CR'R')_rOR^{4d}, (CR'R')_rSH, (CR'R')_rSR^{4d},
(CR'R')_rC(O)OH, (CR'R')_rC(O)R^{4b},
20 (CR'R')_rC(O)NR^{4a}R^{4a}, (CR'R')_rNR^{4f}C(O)R^{4b},
(CR'R')_rC(O)OR^{4d}, (CR'R')_rOC(O)R^{4b},
(CR'R')_rNR^{4f}C(O)OR^{4d}, (CR'R')_rOC(O)NR^{4a}R^{4a},
(CR'R')_rNR^{4a}C(O)NR^{4a}R^{4a}, (CR'R')_rS(O)_pR^{4b},
(CR'R')_rS(O)₂NR^{4a}R^{4a}, (CR'R')_rNR^{4f}S(O)₂R^{4b},
25 (CR'R')_rNR^{4f}S(O)₂NR^{4a}R^{4a}, C₁₋₆ haloalkyl, and
(CR'R')_rphenyl substituted with 0-3 R^{4e};

alternatively, two R⁴ on adjacent atoms join to form
-O-(CH₂)-O-;

30

AMENDMENTS TO THE CLAIMS

- R^{4a}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl, and a (CH₂)_r-C₃₋₆ carbocyclic residue
5 selected from cyclopropyl, cyclobutyl, cyclopentyl and cyclohexyl;
- R^{4b}, at each occurrence, is selected from methyl, ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl,
10 t-butyl, pentyl, hexyl, allyl, propargyl, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-3 R^{4e}, wherein the carbocyclic residue is selected from cyclopropyl, cyclobutyl, cyclopentyl and cyclohexyl, and a (CH₂)_r-5-6 membered
15 heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{4e}, wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl,
20 quinolinyl, isoquinolinyl, imidazolyl, indolyl, indolinyl, isoindolyl, isothiadiazolyl, isoxazolyl, piperidinyl, pyrazolyl, 1,2,4-triazolyl, 1,2,3-triazolyl, tetrazolyl,
25 thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl;
- R^{4d}, at each occurrence, is selected from H, methyl, CF₃, ethyl, propyl, i-propyl, butyl, s-butyl,
30 i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl, and a (CH₂)_r-C₃₋₆ carbocyclic residue selected

AMENDMENTS TO THE CLAIMS

from cyclopropyl, cyclobutyl, cyclopentyl and cyclohexyl;

- R^{4e} , at each occurrence, is selected from C_{1-6} alkyl,
 5 C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_r C_{3-6}$ cycloalkyl,
 Cl , F , Br , I , CN , NO_2 , $(CF_2)_r CF_3$, $(CH_2)_r OC_{1-5}$
 alkyl, OH , SH , $(CH_2)_r SC_{1-5}$ alkyl, $(CH_2)_r NR^{4f} R^{4f}$, and
 $(CH_2)_r$ phenyl;
- 10 R^{4f} , at each occurrence, is selected from H , methyl,
 ethyl, propyl, i-propyl, butyl, and cyclopropyl,
 cyclobutyl, and phenyl;
- R^5 , at each occurrence, is selected from methyl, ethyl,
 15 propyl, i-propyl, butyl, i-butyl, s-butyl,
 t-butyl, pentyl, hexyl, $(CR'R')_r C_{3-6}$ cycloalkyl,
 Cl , Br , I , F , NO_2 , CN , $(CR'R')_r NR^{5a} R^{5a}$, $(CR'R')_r OH$,
 $(CR'R')_r OR^{5d}$, $(CR'R')_r SH$, $(CR'R')_r C(O)H$,
 $(CR'R')_r SR^{5d}$, $(CR'R')_r C(O)OH$, $(CR'R')_r C(O)R^{5b}$,
 20 $(CR'R')_r C(O)NR^{5a} R^{5a}$, $(CR'R')_r NR^{5f} C(O)R^{5b}$,
 $(CR'R')_r C(O)OR^{5d}$, $(CR'R')_r OC(O)R^{5b}$,
 $(CR'R')_r NR^{5f} C(O)OR^{5d}$, $(CR'R')_r OC(O)NR^{5a} R^{5a}$,
 $(CR'R')_r NR^{5a} C(O)NR^{5a} R^{5a}$, $(CR'R')_r NR^{5a} C(O)NR^{5a} R^{5a}$,
 $(CR'R')_r NR^{5a} C(O)O(CR'R')_r R^{5d}$, $(CR'R')_r S(O)_p R^{5b}$,
 25 $(CR'R')_r S(O)_2 NR^{5a} R^{5a}$, $(CR'R')_r NR^{5f} S(O)_2 R^{5b}$, C_{1-6}
 haloalkyl, and $(CHR')_r$ phenyl substituted with 0-3
 R^{5e} ;

- alternatively, two R^5 on adjacent atoms join to form
 30 $-O-(CH_2)-O-$;

AMENDMENTS TO THE CLAIMS

- R^{5a}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl, and a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-1 R^{5e}, wherein the carbocyclic residue is selected from cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, phenyl and naphthyl;
- 10 R^{5b}, at each occurrence, is selected from methyl, ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl, a (CH₂)_r-C₃₋₆ carbocyclic residue selected from cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, and phenyl; and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, azetidyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indolyl, indolinyl, isoindolyl, isothiadiazolyl, isoxazolyl, morphlinyl, piperidinyl, pyrrolyl, 2,5-dihydropyrrolyl, pyrrazolyl, 1,2,4-triazolyl, 1,2,3-triazolyl, tetrazolyl, thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl;
- 30 R^{5d}, at each occurrence, is selected from H, methyl, CF₃, ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl, and a (CH₂)_r-C₃₋₆ carbocyclic residue selected

AMENDMENTS TO THE CLAIMS

from cyclopropyl, cyclobutyl, cyclopentyl and cyclohexyl;

- 5 R^{5e} , at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_r C_{3-6}$ cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(CF_2)_r CF_3$, $(CH_2)_r OC_{1-5}$ alkyl, OH, SH, $(CH_2)_r SC_{1-5}$ alkyl, $(CH_2)_r NR^{5f} R^{5f}$, and $(CH_2)_r$ phenyl; and
- 10 R^{5f} , at each occurrence, is selected from H, methyl, ethyl, propyl, i-propyl, butyl, and cyclopropyl, cyclobutyl, and phenyl.

9. (ORIGINAL) The compound of claim 8, wherein:
- 15 R^5 is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, pentyl, hexyl, CF_3 , CF_2CF_3 , CF_2H , OCF_3 , Cl, Br, I, F, SCF_3 , $NR^{5a} R^{5a}$, $NHC(O)OR^{5a}$, $NHC(O)R^{5b}$, and $NHC(O)NHR^{5a}$; and
- 20 R^{12} is selected from H and methyl.

10. (PREVIOUSLY AMENDED) A compound of claim 9, wherein:

- 25 Z is $-C(O)-$;
- X is $-CHR^{16}NR^{17}-$;

- 30 R^1 is selected from phenyl substituted with 0-3 R^4 ;

AMENDMENTS TO THE CLAIMS

R² is phenyl substituted with 0-2 R⁵;

R³ is selected from (CRR)_qOH, (CRR)_qOR^{3d}, (CH₂)_rC(O)OH,
(CH₂)_rC(O)NR^{3a}R^{3a}, (CHR)_rC(O)NR^{3a}OR^{3d}, (CH₂)C(O)R^{3b},
5 (CH₂)_rC(O)OR^{3d}, and (CH₂)-phenyl;

R^{3a} is selected from H, methyl, ethyl, propyl,
i-propyl, butyl, i-butyl, s-butyl, t-butyl, allyl,
CH₂CF₃, C(CH₃)CH₂CH₂OH, cyclopropyl, 1-
10 methylcyclopropyl, cyclobutyl, cyclopentyl,
cyclohexyl, phenyl, and benzyl;

R^{3b} is selected from pyrrolidinyl, pyrrolid-3-enyl, and
morpholinyl;

15 R^{3d} is selected from methyl, ethyl, propyl, i-propyl,
butyl, i-butyl, t-butyl and benzyl;

R is selected from H, methyl, ethyl, propyl, i-propyl,
20 butyl, i-butyl, s-butyl, pentyl, neopentyl, phenyl
and benzyl;

R⁴ is selected from methyl, ethyl, propyl, i-propyl,
butyl, ethylene, OCH₃, OCF₃, SCH₃, SO₂CH₃, Cl, F,
25 Br, CN;

alternatively, two R⁴ join to form -O-(CH₂)-O-;

R⁶ is selected from H, methyl, ethyl, propyl, i-propyl,
30 butyl, C(O)OCH₃, C(O)NHCH₂CH₃;

AMENDMENTS TO THE CLAIMS

R⁷, R⁹, and R¹¹ are H;

R⁸ is H;

5 R¹⁰ is selected from H and methyl;

R¹⁶ is selected from H and methyl;

R¹⁷ is selected from H and methyl;

10

m is 0 or 1;

l is 0 or 1

15 r is 0 or 1; and

q is 1.

11. (REINSTATED) The compound of claim 1, wherein

20

R³ is H; and

R⁶, is selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆

alkynyl, (CRR)_qOH, (CRR)_qSH, (CRR)_qOR^{6d},

25

(CRR)_qS(O)_pR^{6d}, (CRR)_rC(O)R^{6b}, (CRR)_rNR^{6a}R^{6a},

(CRR)_rC(O)NR^{6a}R^{6a}, (CRR)_rC(O)NR^{6a}OR^{6d},

(CRR)SO₂NR^{6a}R^{6a}, (CRR)_rC(O)OR^{6d}, a (CRR)_r-C₃₋₁₀

carbocyclic residue substituted with 0-5 R^{6e}, and

a (CRR)_r-5-10 membered heterocyclic system

30

containing 1-4 heteroatoms selected from N, O, and
S, substituted with 0-3 R^{6e}.

AMENDMENTS TO THE CLAIMS

12. (REINSTATED, CURRENTLY AMENDED) The compound of claim 11, wherein

5 ~~R¹⁴ and R^{14a} are H;~~

~~R¹⁵ is H;~~

~~n is 1;~~

10

R¹⁶ is selected from H, C₁₋₄ alkyl substituted with 0-1 R^{16a}, wherein the alkyl is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, and s-butyl, and C₃₋₄ cycloalkyl substituted with 0-3 R^{16a} wherein the cycloalkyl is selected from cyclopropyl and cyclobutyl;

15

R^{16a} is selected from methyl, ethyl, propyl, i-propyl, -OH, -SH, -NR^{16c}R^{16c}, -C(O)NR^{16c}R^{16c}, and
20 -NHC(O)R^{16c};

20

R¹⁷ is selected from H, methyl, ethyl, propyl, and i-propyl;

25 R⁹ and R¹¹ are H; and

R⁸ and R¹⁰ are independently selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue wherein the carbocyclic residue is selected from cyclopropyl, cyclobutyl,
30 cyclopentyl, cyclohexyl, phenyl and naphthyl.

AMENDMENTS TO THE CLAIMS

13. (REINSTATED, CURRENTLY AMENDED) The compound of claim 12, wherein

5 X is CHR¹⁶NR¹⁷ CHR¹⁶R¹⁷;

R⁵ is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, pentyl, hexyl, CF₃, CF₂CF₃, CF₂H, OCF₃, Cl, Br, I, F, SCF₃, NR^{5a}R^{5a},
10 NHC(O)OR^{5a}, NHC(O)R^{5b}, and NHC(O)NHR^{5a}; and

R¹² is selected from H and methyl;

Z is -C(O)-;

15

R¹ is selected from phenyl substituted with 0-3 R⁴, and a 5-10 membered heteroaryl system substituted with 0-2 R⁴, wherein the heteroaryl is selected from indolyl, and pyridyl;

20

R² is phenyl substituted with 0-2 R⁵;

R³ is selected from (CRR)_qOH, (CRR)_qOR^{3d}, (CH₂)_rC(O)OH, (CH₂)_rC(O)NR^{3a}R^{3a}, (CHR)_rC(O)NR^{3a}OR^{3d}, (CH₂)_rC(O)R^{3b},
25 (CH₂)_rC(O)OR^{3d}, and (CH₂)-phenyl;

~~alternatively, R³ and R¹² join to form cyclopropyl, cyclopentyl or cyclohexyl;~~

30 R^{3a} is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, t-butyl, allyl,

AMENDMENTS TO THE CLAIMS

CH₂CF₃, C(CH₃)CH₂CH₂OH, cyclopropyl, 1-methylcyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, phenyl, and benzyl;

- 5 R^{3b} is selected from pyrrolidinyl, pyrrolid-3-enyl, and morpholinyl;

R^{3d} is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl and benzyl;

10

R is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, pentyl, neopentyl, phenyl and benzyl;

- 15 R⁴ is selected from methyl, ethyl, propyl, i-propyl, butyl, ethylene, OCH₃, OCF₃, SCH₃, SO₂CH₃, Cl, F, Br, CN;

alternatively, two R⁴ join to form -O-(CH₂)-O-;

20

R⁶ is selected from H, methyl, ethyl, propyl, i-propyl, butyl, C(O)OCH₃, C(O)NHCH₂CH₃;

R⁷, R⁹, and R¹¹ are H;

25

R⁸ is H;

R¹⁰ is selected from H and methyl;

- 30 R¹⁶ is selected from H and methyl;

AMENDMENTS TO THE CLAIMS

R¹⁷ is selected from H and methyl;

m is 0 or 1;

5 l is 0 or 1

r is 0 or 1; and

q is 1.

10

14. (CURRENTLY AMENDED) The compound of claim 1,
wherein the compound is selected from:

15 Methyl (2S)-3-[[(2,4-dimethylphenyl)methyl]amino]-2-
[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanoate;

20 Methyl (2R)-3-[[(2,4-dimethylphenyl)methyl]amino]-2-
[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanoate;

25 (2S)-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanoic acid;

30 (2S)-N-Methyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-
[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

AMENDMENTS TO THE CLAIMS

- (2S)-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;
- 5 (2R)-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;
- 10 (2S)-N-Ethyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;
- 15 (2S)-N-Benzyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;
- 20 (2S)-N-Isopropyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;
- 25 (2S)-N-tert-Butyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;
- 30 (2S)-N-Cyclopropyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

AMENDMENTS TO THE CLAIMS

- (2S)-N-Cyclobutyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;
- 5
- (2S)-N-Phenyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;
- 10
- (2S)-N,N-Dimethyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;
- 15
- (2S)-N-Methyl,N-methoxy-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;
- 20
- Methyl (2S)-3-[[(4-chlorophenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanoate;
- 25
- (2S)-3-[[(4-chlorophenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;
- 30
- (2S)-N-Ethyl-3-[[(4-chlorophenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

AMENDMENTS TO THE CLAIMS

Methyl (2S)-3-[[[(1S/R)-1-(4-chlorophenyl)ethyl]amino]-
2-[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
5 propanoate;

Methyl (2S)-3-[[[(1S/R)-1-(2,4-
dimethylphenyl)ethyl]amino]-2-[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
10 propanoate;

Methyl (2S)-3-[(1,3-benzodioxol-5-ylmethyl)amino]-2-
[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
15 propanoate;

Methyl (2S)-3-[[[(4-bromophenyl)methyl]amino]-2-[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
20 propanoate;

Methyl (2S)-2-[[[2-[[[(1,1-
dimethylethoxy)carbonyl]amino]-5-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-
[[[(2,4-dimethylphenyl)methyl]amino]-propanoate;

25 Methyl (2S)-2-[[[2-amino-5-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-
[[[(2,4-dimethylphenyl)methyl]amino]-propanoate;

30 (2S)-2-[[[2-amino-5-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-
[[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

AMENDMENTS TO THE CLAIMS

N-[2-[[[(1*S*)-2-[[[(2,4-dimethylphenyl)methyl]amino]-1-(hydroxymethyl)ethyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

5

N-[2-[[[(1*R*)-2-[[[(2,4-dimethylphenyl)methyl]amino]-1-(hydroxymethyl)ethyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

10 *N*-[2-[[[(1*S*, 2*S/R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxypropyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

15 *tert*-Butyl (3*R*)-4-[[[(2,4-dimethylphenyl)methyl]amino]-3-[[[(3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-butanoate;

20 *N*-[2-[[[(1*R*)-2-[[[(2,4-dimethylphenyl)methyl]amino]-1-(phenylmethyl)ethyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

(2*S*)-*N*-*tert*-Butyl-2-[[[[2-[[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

25
30 (2*S*)-*N*-*tert*-Butyl-2-[[[[2-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

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(2S)-N-tert-Butyl-3-[[[4-bromo, 2-methylphenyl)methyl]amino]-2-[[[2-[[[1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2S)-N-tert-Butyl-2-[[[2-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[[4-bromo, 2-methylphenyl)methyl]amino]-propanamide;

N-[2-[[[1S, 2S)-1-[[[2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-3-(methyl)butyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[[1S, 2R)-1-[[[2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-3-(methyl)butyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[[1S, 2S)-1-[[[2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-2-(phenyl)ethyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[[1S, 2R)-1-[[[2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-2-(phenyl)ethyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

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N-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-3-(phenyl)propyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

5

N-[2-[[[(1*S*, 2*R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-3-(phenyl)propyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

10

N-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-4-(methyl)pentyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

15

N-[2-[[[(1*S*, 2*R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-4-(methyl)pentyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

20

N-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)butyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

25

N-[2-[[[(1*S*, 2*R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)butyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

30

N-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-

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(hydroxy)butyl]amino]-2-oxoethyl]-2-[[(1,1-dimethylethoxy) carbonyl]amino]-5-(trifluoromethyl)benzamide;

5 *N*-[2-[[(1*S*, 2*S*)-1-[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)butyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide;

10 *N*-[2-[[(1*S*, 2*S*)-1-[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-4-(methyl)pentyl]amino]-2-oxoethyl]-2-[[(1,1-dimethylethoxy) carbonyl]amino]-5-(trifluoromethyl)benzamide;

15
N-[2-[[(1*S*, 2*R*)-1-[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-4-(methyl)pentyl]amino]-2-oxoethyl]-2-[[(1,1-dimethylethoxy) carbonyl]amino]-5-
20 (trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*S*)-1-[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-4-(methyl)pentyl]amino]-2-oxoethyl]-2-amino-5-
25 (trifluoromethyl)benzamide;

N-[2-[[(1*S*, 2*R*)-1-[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-4-(methyl)pentyl]amino]-2-oxoethyl]-2-amino-5-
30 (trifluoromethyl)benzamide;

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N-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-4,4-dimethyl-2-(hydroxy)pentyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

5

N-[2-[[[(1*S*, 2*R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-4,4-dimethyl-2-(hydroxy)pentyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

10

N-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

15

N-[2-[[[(1*S*, 2*R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

20

N-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;

25

N-[2-[[[(1*S*, 2*R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;

30

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N-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide;

5

N-[2-[[[(1*S*, 2*R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide;

10

N-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-3-amino-5-(trifluoromethyl)benzamide;

15

N-[2-[[[(1*S*, 2*R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-3-amino-5-(trifluoromethyl)benzamide;

20

N-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[[(ethylamino)carbonyl]amino]-5-(trifluoromethyl)benzamide;

25

N-[2-[[[(1*S*, 2*R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[[(ethylamino) carbonyl]amino]-5-(trifluoromethyl)benzamide;

30

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5 *N*-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[[(isopropylamino) carbonyl]amino]-5-(trifluoromethyl)benzamide;

10 *N*-[2-[[[(1*S*, 2*R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[[(isopropylamino) carbonyl]amino]-5-(trifluoromethyl)benzamide;

15 *N*-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[(1-pyrrolidinylcarbonyl)amino]-5-(trifluoromethyl)benzamide;

20 *N*-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[(1-azetidiny carbonyl)amino]-5-(trifluoromethyl)benzamide;

25 *N*-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[[(methylamino) carbonyl]amino]-5-(trifluoromethyl)benzamide;

30

N-[2-[[[(1*S*, 2*R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-

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(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[(4-morpholinylcarbonyl)]amino]-5-(trifluoromethyl)benzamide;

5 N-[2-[[(1S, 2R)-1-[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[(1-piperazinylcarbonyl)]amino]-5-(trifluoromethyl)benzamide;

10

N-[2-[[(1S, 2S)-1-[[(4-ethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;

15

N-[2-[[(1S, 2S)-1-[[(4-ethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide;

20

N-[2-[[(1S, 2S)-1-[[(4-ethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[(isopropylamino) carbonyl]amino]-5-(trifluoromethyl)benzamide;

25

N-[2-[[(1S, 2S)-1-[[(4-ethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[(4-morpholinylcarbonyl)amino]-5-(trifluoromethyl)benzamide;

30

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5 *N*-[2-[[[(1*S*, 2*S*)-1-[[[(4-dimethylamino-2-methylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;

10 *N*-[2-[[[(1*S*, 2*S*)-1-[[[(4-dimethylamino-2-methylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide;

15 *N*-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-(*tert*-butyl)amino-5-(trifluoromethyl)benzamide;

20 *N*-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-isopropylamino-5-(trifluoromethyl)benzamide;

25 *N*-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-benzylamino-5-(trifluoromethyl)benzamide;

30 *N*-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(methoxy)pentyl]amino]-2-oxoethyl]-2-[[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;

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5 *N*-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(methoxy)pentyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide;

10 *N*-[2-[[[(*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-2-(methyl)propyl]amino]-2-oxoethyl]-2-[[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;

15 *N*-[2-[[[(*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-2-(methyl)propyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide;

20 *N*-[2-[[[(*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-2-(ethyl)butyl]amino]-2-oxoethyl]-2-[[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;

25 *N*-[2-[[[(*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-2-(ethyl)butyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide;

30 *N*-[2-[[[(*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-2-(propyl)pentyl]amino]-2-oxoethyl]-2-[[[(1,1-

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dimethylethoxy)carbonyl]amino]-5-
(trifluoromethyl)benzamide;

N-[2-[[[(*S*)-1-[[[(2,4-

5 dimethylphenyl)methyl]amino]methyl]-2-hydroxy-2-
(propyl)pentyl]amino]-2-oxoethyl]-2-amino-5-
(trifluoromethyl)benzamide;

N-[2-[[[(*S*)-2-[[[(2,4-dimethylphenyl)methyl]amino]-1-

10 (hydroxycyclopentyl)ethyl]amino]-2-oxoethyl]-2-
[[[(1,1-dimethylethoxy)carbonyl]amino]-5-
(trifluoromethyl)benzamide;

N-[2-[[[(*S*)-1-[[[(*S*)-2-[[[(2,4-

15 dimethylphenyl)methyl]amino]-1-
(hydroxycyclopentyl)ethyl]amino]-2-oxoethyl]-2-
amino-5-(trifluoromethyl)benzamide;

(2*S*)-*N*-*tert*-Butyl-3-[[[(2,4-

20 dimethylphenyl)methyl]amino]-2-[[[[3-
(trifluoromethoxy)benzoyl]amino]acetyl]amino]-
propanamide;

(2*S*)-*N*-*tert*-Butyl-3-[[[(2,4-

25 dimethylphenyl)methyl]amino]-2-[[[[3-
(difluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

(2*S*)-*N*-*tert*-Butyl-3-[[[(2,4-

30 dimethylphenyl)methyl]amino]-2-[[[[3-
(trifluoromethylthio)benzoyl]amino]acetyl]amino]-
propanamide;

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- 5 (2S)-N-tert-Butyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[3-(pentafluoroethyl)benzoyl]amino]acetyl]amino]-propanamide;
- 10 (2S)-N-tert-Butyl-2-[[[2-amino-5-(trifluoromethoxy)benzoyl]amino]acetyl]amino]-3-[[(2,4-dimethylphenyl)methyl]amino]-propanamide;
- (2S)-N-tert-Butyl-2-[[[2-amino-5-(methyl)benzoyl]amino]acetyl]amino]-3-[[(2,4-dimethylphenyl)methyl]amino]-propanamide;
- 15 (2S)-N-tert-Butyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[2-ethylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;
- 20 (2S)-N-tert-Butyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[2-propylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;
- 25 (2S)-N-tert-Butyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[2-isobutylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;
- 30

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- (2S)-N-tert-Butyl-2-[[[2-butylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[2,4-dimethylphenyl)methyl]amino]-propanamide;
- 5 (2S)-N-tert-Butyl-2-[[[2-cyclohexylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[2,4-dimethylphenyl)methyl]amino]-propanamide;
- (2S)-N-tert-Butyl-3-[[2,4-dimethylphenyl)methyl]amino]-2-[[[2-isopropylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;
- 10 (2S)-N-tert-Butyl-3-[[2,4-dimethylphenyl)methyl]amino]-2-[[[2-(tert-butyl)amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;
- 15 (2S)-N-tert-Butyl-3-[[2,4-dimethylphenyl)methyl]amino]-2-[[[2-(tert-butyl)amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;
- 20 (2S)-N-tert-Butyl-3-[[2,4-dimethylphenyl)methyl]amino]-2-[[[2-(methylaminocarbonyl)amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;
- 25 (2S)-N-tert-Butyl-3-[[2,4-dimethylphenyl)methyl]amino]-2-[[[2-(isopropoxycarbonyl)amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;
- 30

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- 5 (2S)-N-tert-Butyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[2-(isopropylaminocarbonyl)amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;
- 10 (2S)-N-tert-Butyl-2-[[[2-(cyclohexylcarbonyl)amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(2,4-dimethylphenyl)methyl]amino]-propanamide;
- (2S)-N-tert-Butyl-2-[[[2-benzylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(2,4-dimethylphenyl)methyl]amino]-propanamide;
- 15 (2S)-N-tert-Butyl-2-[[[2-(para-chloro)benzylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(2,4-dimethylphenyl)methyl]amino]-propanamide;
- 20 (2S)-N-tert-Butyl-2-[[[2-[(beta-naphthyl)methyl]amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(2,4-dimethylphenyl)methyl]amino]-propanamide;
- 25 (2S)-N-tert-Butyl-2-[[[2-(meta-methyl)benzylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(2,4-dimethylphenyl)methyl]amino]-propanamide;
- 30 (2S)-N-tert-Butyl-2-[[[2-(para-methyl)benzylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

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(2S)-N-tert-Butyl-2-[[[2-(*ortho*-methyl)benzylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

5 (2S)-N-tert-Butyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[2-(*para*-trifluoromethyl)benzylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

10

(2S)-N-tert-Butyl-2-[[[3-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

15 (2S)-N-tert-Butyl-2-[[[3-benzylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

(2S)-N-tert-Butyl-2-[[[3-methylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

20

(2S)-N-tert-Butyl-2-[[[3-ethylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

25

(2S)-N-tert-Butyl-2-[[[3-isobutylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

30

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- (2S)-N-tert-Butyl-2-[[[3-propylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(2,4-dimethylphenyl)methyl]amino]-propanamide;
- 5 (2S)-N-tert-Butyl-2-[[[3-butylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(2,4-dimethylphenyl)methyl]amino]-propanamide;
- (2S)-N-tert-Butyl-2-[[[3-(trifluoromethylcarbonyl)amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(2,4-dimethylphenyl)methyl]amino]-propanamide;
- 10
- (2S)-N-tert-Butyl-2-[[[3-(ethoxycarbonyl)amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(2,4-dimethylphenyl)methyl]amino]-propanamide;
- 15
- (2S)-2-[[[2-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(2-methyl-4-bromophenyl)methyl]amino]-propanamide;
- 20
- (2S)-2-[[[2-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(4-bromophenyl)methyl]amino]-propanamide;
- 25
- (2S)-N-tert-Butyl-3-[[(4-methylphenyl)methyl]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;
- 30

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(2S)-N-tert-Butyl-3-[[(4-bromophenyl)methyl]amino]-2-
[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

5

(2S)-N-tert-Butyl-3-[[(4-bromo-2-
methylphenyl)methyl]amino]-2-[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

10

(2S)-N-tert-Butyl-3-[[(4-methoxyphenyl)methyl]amino]-2-
[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

15

(2S)-N-tert-Butyl-3-[[(4-methoxy-2-
methylphenyl)methyl]amino]-2-[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

20

(2S)-N-tert-Butyl-3-[[(2,3-dimethyl-4-methoxy-
phenyl)methyl]amino]-2-[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

25

(2S)-N-tert-Butyl-3-[[(4-cyano-2-
methylphenyl)methyl]amino]-2-[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

30

(2S)-N-tert-Butyl-3-[[(4-ethylphenyl)methyl]amino]-2-
[[[3-

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(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

5 (2S)-N-tert-Butyl-3-[[(2-methyl-4-
vinylphenyl)methyl]amino]-2-[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

10 (2S)-N-tert-Butyl-3-[[(4-ethyl-2-
methylphenyl)methyl]amino]-2-[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

15 (2S)-N-tert-Butyl-3-[[(4-isopropylphenyl)methyl]amino]-
2-[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

20 (2S)-N-tert-Butyl-3-[[(4-butylphenyl)methyl]amino]-2-
[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

25 (2S)-N-tert-Butyl-3-[[(4-
dimethylaminophenyl)methyl]amino]-2-[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

30 (2S)-N-tert-Butyl-3-[[(4-dimethylamino-2-
methylphenyl)methyl]amino]-2-[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

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(2S)-N-tert-Butyl-3-[[(4-
methylthiophenyl)methyl]amino]-2-[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
5 propanamide;

(2S)-N-tert-Butyl-3-[[(4-
methanesulfonylphenyl)methyl]amino]-2-[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
10 propanamide;

(2S)-N-tert-Butyl-3-[[(4-
trifluoromethoxyphenyl)methyl]amino]-2-[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
15 propanamide;

(2S)-N-tert-Butyl-3-[[(3-amino-4-
methylphenyl)methyl]amino]-2-[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
20 propanamide;

(2S)-N-tert-Butyl-3-[[(2-methylphenyl)methyl]amino]-2-
[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
25 propanamide;

(2S)-N-tert-Butyl-3-[[(2-ethylphenyl)methyl]amino]-2-
[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
30 propanamide;

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(2R)-N-Ethyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-
[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

5

(2R)-N-tert-Butyl-3-[[(2,4-
dimethylphenyl)methyl]amino]-2-[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

10

(2R)-N-[(2-methyl)hydroxyprop-2-yl]-3-[[(2,4-
dimethylphenyl)methyl]amino]-2-[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

15

(2S)-N-tert-Amyl-3-[[(2,4-dimethylphenyl)methyl]amino]-
2-[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

20

(2S)-N-[(2-methyl)hydroxyprop-2-yl]-3-[[(2,4-
dimethylphenyl)methyl]amino]-2-[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

25

(2S)-N-[(1-methyl)cycloprop-1-yl]-3-[[(2,4-
dimethylphenyl)methyl]amino]-2-[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

30

(2S)-N-Cyclopentyl-3-[[(2,4-
dimethylphenyl)methyl]amino]-2-[[[3-

AMENDMENTS TO THE CLAIMS

(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

5 (2S)-N-Cyclohexyl-3-[[(2,4-
dimethylphenyl)methyl]amino]-2-[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

10 (2S)-N-(β,β,β -Trifluoro)ethyl-3-[[(2,4-
dimethylphenyl)methyl]amino]-2-[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

15 (2S)-N-Allyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-
[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

20 (2S)-N-Cyclopropylmethyl-3-[[(2,4-
dimethylphenyl)methyl]amino]-2-[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

25 N-[2-[[(2S)-3-[[(2,4-dimethylphenyl)methyl]amino]-1-
(pyrrolid-3-enyl)-1-oxopropyl-2-amino]-2-
oxoethyl]-3-(trifluoromethyl)benzamide;

30 N-[2-[[(2S)-3-[[(2,4-dimethylphenyl)methyl]amino]-1-
(pyrrolidinyl)-1-oxopropyl-2-amino]-2-oxoethyl]-3-
(trifluoromethyl)benzamide;

AMENDMENTS TO THE CLAIMS

- N*-[2-[[(2*S*)-3-[[(2,4-dimethylphenyl)methyl]amino]-1-(morpholinyl)-1-oxopropyl-2-amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;
- 5 (2*S*)-*N*-Isobutyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;
- 10 (2*S*)-*N*-*sec*-Butyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;
- 15 (2*S*)-*N*-*tert*-Butyl-4-[[(2,4-dimethylphenyl)methyl]amino]-3-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-butanamide;
- 20 (2*S*,3*R*)-*N*-Ethyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-butanamide;
- 25 (2*S*,3*R*)-*N*-Ethyl-3-[[(4-bromophenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-butanamide;
- 30 Methyl (2*R*)-2-[[(2,4-dimethylphenyl)methyl]amino]-3-[[[[3-

AMENDMENTS TO THE CLAIMS

(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanoate;

(2R)-N-Ethyl-2-[[(2,4-dimethylphenyl)methyl]amino]-3-

5 [[[[3-
 (trifluoromethyl)benzoyl]amino]acetyl]amino]-
 propanamide;

Methyl (2S)-4-[[(2,4-dimethylphenyl)methyl]amino]-2-

10 [[[[3-
 (trifluoromethyl)benzoyl]amino]acetyl]amino]-
 butanoate;

(2S)-4-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-

15 (trifluoromethyl)benzoyl]amino]acetyl]amino]-
 butanamide;

(2S)-N-Ethyl-4-[[(2,4-dimethylphenyl)methyl]amino]-2-

20 [[[[3-
 (trifluoromethyl)benzoyl]amino]acetyl]amino]-
 butanamide;

(2S)-N-Ethyl-4-[[(2,4-

25 dimethylphenyl)methyl]methylanino]-2-[[[[3-
 (trifluoromethyl)benzoyl]amino]acetyl]amino]-
 butanamide;

(2S)-N-tert-Butyl-2-[[[[2-[[(1,1-
 dimethylethoxy)carbonyl]amino]-5-

30 (trifluoromethyl)benzoyl]amino]acetyl]amino]-4-
 [[(2,4-dimethylphenyl)methyl]amino]-butanamide;

AMENDMENTS TO THE CLAIMS

- (2S)-N-tert-Butyl-2-[[[2-[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-4-[[2,4-dimethylphenyl)methyl]methylamino]-butanamide;
- (2S)-N-tert-Butyl-2-[[[2-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-4-[[2,4-dimethylphenyl)methyl]amino]-butanamide;
- (2S)-N-tert-Butyl-2-[[[2-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-4-[[2,4-dimethylphenyl)methyl]methylamino]-butanamide;
- (2S)-N-tert-Butyl-2-[[[3-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-4-[[2,4-dimethylphenyl)methyl]amino]-butanamide;
- (2S)-N-tert-Butyl-2-[[[3-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-4-[[4-ethylphenyl)methyl]amino]-butanamide;
- (2S)-N-tert-Butyl-4-[[2,4-dimethylphenyl)methyl]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-butanamide;
- (2S)-N-tert-Butyl-4-[[4-ethylphenyl)methyl]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-butanamide;

AMENDMENTS TO THE CLAIMS

- (2S)-N-Ethyl-5-[[[(2,4-dimethylphenyl)methyl]amino]-2-
[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
5 pentanamide;
- N-[2-[[[(1S, 2S/R)-1-[[[(2,4-
dimethylphenyl)methyl]methylamino]methyl]-2-
hydroxy-3-(methyl)butyl]amino]-2-oxoethyl]-3-
10 (trifluoromethyl)benzamide;
- N-[2-[[[(1S, 2S)-1-[[[(2,4-
dimethylphenyl)methyl]methylamino]methyl]-2-
(hydroxy)pentyl]amino]-2-oxoethyl]-2-
15 [[(isopropylamino) carbonyl]amino]-5-
(trifluoromethyl)benzamide;
- N-[2-[[[(1S, 2S)-1-[[[(2,4-
dimethylphenyl)methyl]isopropylamino]methyl]-2-
20 (hydroxy)pentyl]amino]-2-oxoethyl]-2-
[[[(isopropylamino) carbonyl]amino]-5-
(trifluoromethyl)benzamide;
- N-[2-[[[(1S, 2S)-1-[[[(4-
ethylphenyl)methyl]methylamino]methyl]-2-
25 (hydroxy)pentyl]amino]-2-oxoethyl]-2-
[[[(isopropylamino) carbonyl]amino]-5-
(trifluoromethyl)benzamide;
- 30 N-[2-[[[(1S, 2S)-1-[[[(4-
ethylphenyl)methyl]isopropylamino]methyl]-2-
(hydroxy)pentyl]amino]-2-oxoethyl]-2-

AMENDMENTS TO THE CLAIMS

[[~~(isopropylamino) carbonyl~~amino]-5-
(trifluoromethyl)benzamide;

(2S)-N-tert-Butyl-3-[[~~(2,4-~~
5 dimethylphenyl)methyl]methylamino]-2-[[~~[[3-~~
 (trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

~~N-[2-[[1-[[[(2,4-~~
10 dimethylphenyl)methyl]amino]methyl]cyclohexyl]ami-
no]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

~~N-[2-[[1-[[[(4-~~
 chlorophenyl)methyl]amino]methyl]cyclohexyl]amino]-
15 2-oxoethyl]-3-(trifluoromethyl)benzamide;

~~N-[2-[[1-[[[(2,4-~~
 dimethylphenyl)methyl]amino]methyl]cyclopentyl]ami-
no]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

20
~~N-[2-[[1-[[[(2,4-~~
 dimethylphenyl)methyl]amino]methyl]cyclopentyl]ami-
no]-2-oxoethyl]-2-[[~~(1,1-~~
 dimethylethoxy)carbonyl]amino]-5-
25 (trifluoromethyl)benzamide;

~~N-[2-[[1-[[[(2,4-~~
 dimethylphenyl)methyl]amino]methyl]cyclopropyl]ami-
no]-2-oxoethyl]-2-[[~~(1,1-~~
30 dimethylethoxy)carbonyl]amino]-5-
 (trifluoromethyl)benzamide;

AMENDMENTS TO THE CLAIMS

~~N-[2-[[[1-[[[(2,4-~~
~~dimethylphenyl)methyl]amino]methyl]cyclopropyl]ami~~
~~no]-2-oxoethyl]-2-amino-5-~~
~~(trifluoromethyl)benzamide; and~~

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(2S)-N-Ethyl-3-[[[(2,4-dimethylphenyl)methyl]amino]-2-
[[[[2-amino-5-
(trifluoromethyl)benzoyl]amino]acetyl] amino]-2-
methyl-propanamide.

10

15. (ORIGINAL) A pharmaceutical composition,
comprising a pharmaceutically acceptable carrier and a
therapeutically effective amount of a compound of claim
1.

15

16. (CANCELLED)

17. (CANCELLED)

20

18. (CURRENTLY AMENDED) A method for antagonizing
~~modulation of~~ MCP-1 activity comprising administering
to a patient in need thereof a therapeutically
effective amount of a compound of claim 1.

25

19. (PREVIOUSLY AMENDED) A method for treating
disorders, comprising administering to a patient in
need thereof a therapeutically effective amount of a
compound of claims 1, said disorders being selected
from osteoarthritis, aneurism, fever, cardiovascular
effects, Crohn's disease, congestive heart failure,
30 autoimmune diseases, HIV-infection, HIV-associated
dementia, psoriasis, idiopathic pulmonary fibrosis,

AMENDMENTS TO THE CLAIMS

transplant arteriosclerosis, physically- or chemically-
induced brain trauma, inflammatory bowel disease,
alveolitis, colitis, systemic lupus erythematosus,
nephrotoxic serum nephritis, glomerularnephritis,
5 asthma, multiple sclerosis, artherosclerosis, and
rheumatoid arthritis.

20. (PREVIOUSLY AMENDED) The method for treating
disorders, of claim 19, wherein said disorders being
10 selected from psoriasis, idiopathic pulmonary fibrosis,
transplant arteriosclerosis, physically- or chemically-
induced brain trauma, inflammatory bowel disease,
alveolitis, colitis, systemic lupus erythematosus,
nephrotoxic serum nephritis, glomerularnephritis,
15 asthma, multiple sclerosis, artherosclerosis, and
rheumatoid arthritis.

21. (PREVIOUSLY AMENDED) The method for treating
disorders, of claim 20, wherein said disorders being
20 selected from alveolitis, colitis, systemic lupus
erythematosus, nephrotoxic serum nephritis,
glomerularnephritis, asthma, multiple sclerosis,
artherosclerosis, and rheumatoid arthritis.

25 22. (PREVIOUSLY AMENDED) The method for treating
disorders, of claim 21, wherein said disorders being
selected from asthma, multiple sclerosis,
artherosclerosis, and rheumatoid arthritis.

30 23. (PREVIOUSLY AMENDED) A method for treating
rheumatoid arthritis, comprising administering to a

AMENDMENTS TO THE CLAIMS

patient in need thereof a therapeutically effective amount of a compound of claim 1.

24. (PREVIOUSLY AMENDED) A method for treating
5 multiple sclerosis, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

25. (PREVIOUSLY AMENDED) A method for treating
10 atherosclerosis, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

26. (PREVIOUSLY AMENDED) A method for treating
15 asthma, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

27. (CANCELLED)
20

28. (CURRENTLY AMENDED) A method for antagonizing
~~modulation of~~ CCR2 activity comprising administering to
a patient in need thereof a therapeutically effective
amount of a compound of claim 1.
25

29. (PREVIOUSLY PRESENTED) A method for treating
disorders, comprising administering to a patient in
need thereof a therapeutically effective amount of a
compound of claims 10, said disorders being selected
30 from asthma, multiple sclerosis, atherosclerosis, and
rheumatoid arthritis.

AMENDMENTS TO THE CLAIMS

30. (PREVIOUSLY PRESENTED) A method for treating rheumatoid arthritis, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 10.

5

31. (PREVIOUSLY PRESENTED) A method for treating multiple sclerosis, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 10.

10

32. (PREVIOUSLY PRESENTED) A method for treating atherosclerosis, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 10.

15

33. (PREVIOUSLY PRESENTED) A method for treating asthma, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 10.

20

34. (CANCELLED)

35. (CURRENTLY AMENDED) A method for antagonizing ~~modulation of~~ CCR2 activity comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 10.

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